

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF PENNSYLVANIA**

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION,

Civil Action No. 00-1827

Plaintiff,

Judge Cerpone

v.

DAVID W. BUTLER,

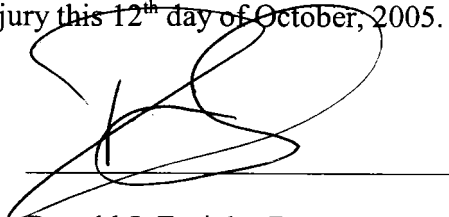
Defendant.

**SUPPLEMENTAL DECLARATION OF DONALD J. ENRIGHT, ESQ.
IN SUPPORT OF DEFENDANT'S MOTION FOR AN
AWARD OF ATTORNEYS' FEES AND EXPENSES**

I, Donald J. Enright, counsel for David W. Butler in this matter and a partner with Finkelstein, Thompson & Loughran, hereby affirm and attest under penalty of perjury as follows:

1. I am an adult of sound mental health, and make these representations on personal knowledge.
2. Attached hereto as Exhibit 1 is a true and correct copy of the Affidavit of Steven Olson dated October 12, 2005. This Affidavit is being submitted in order to clarify certain issues pertaining to David Butler's net worth as of September 14, 2000, and is based upon newly discovered documentary evidence.

Sworn and subscribed under penalty of perjury this 12th day of October, 2005.



Donald J. Enright, Esq.

EXHIBIT 1

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

SECURITIES AND EXCHANGE COMMISSION,)
)
Plaintiff,)
)
v.) Civil Action No. 00-1827
)
DAVID W. BUTLER,)
)
Defendant.)
)

STATE OF CALIFORNIA)
)
COUNTY OF SANTA CLARA) ss:

AFFIDAVIT OF STEVEN D. OLSON

I, Steven D. Olson, being duly sworn, do hereby testify as follows:

1. I am an adult of majority age, of sound mental health, and I make this affidavit based on personal knowledge. If called to do so, I could and would testify truthfully about the matters set forth herein as follows.

2. I am a Certified Public Accountant licensed to practice in the state of California. I was retained by David W. Butler as his CPA on September 29, 1999 and have served in that capacity since that time.

3. In my affidavits of September 21, 2005 and August 2, 2005 I stated that I was not in possession of sufficient information to either ascertain or calculate Mr. Butler's cost basis in all five of the retirement accounts that were listed on his Net Worth statements submitted with those affidavits. Since that time I have received additional information and documentation from Mr. Butler that now allows me to calculate the cost basis of the accounts with a satisfactory degree of accuracy. My calculations for each of the accounts as follows.

4. Fidelity Investments Account Number 165-183377. This is a traditional IRA account for the benefit of David W. Butler. It was opened in the year 2000 for \$2,000 as shown on the attached reference A2. This is the same balance as was shown on the statement of Net Worth submitted with my affidavit of September 21, 2005 and no adjustment is needed.

5. Lockheed Martin. This is a deferred income retirement plan for the benefit of Kristin G. Butler. The attached reference A12 shows the amount of employee and employer contributions to the plan from inception to date that total \$13,440.56. A summation of the salary reduction amounts shown on Kristin G. Butler's forms W-2 for the years 1988 through 1994 (as shown on references RE1 through RF1) agrees exactly to this figure. This is the same balance as was shown on the statement of Net Worth submitted with my affidavit of September 21, 2005 and no adjustment is needed.

6. Mirapoint, Inc. This is a 401(k) plan for David W. Butler. The attached reference A13 is a pay stub from Mr. Butler's employment with Mirapoint, Inc. Mirapoint, Inc. utilized the services of Trinet Employer Group to provide payroll and other human resource services to its employees. Reference A13 shows year to date 401(k) contributions in the amount of \$8,970.81. This amount agrees exactly with the form W-2 issued by Trinet Employer Group to Mr. Butler for 1999 as shown on the attached reference RC1. This is the same balance as was shown on the statement of Net Worth submitted with my affidavit of September 21, 2005 and no adjustment is needed.

7. Marconi-Fore-AMEX. This account is a 401(k) plan for David W. Butler. As shown on the attached reference A3 is an account statement dated December 31, 2002 and the total on the statement, \$53,975.89, agrees substantially with the sum of amounts shown as salary reduction as listed on Mr. Butler's forms W-2 during his employment with Fore Systems, Inc. (reference RA). On October 6, 2005 I was provided with a copy of a letter from JPMorgan Retirement Systems, the current plan custodian, and (reference A-3.1) which states that the net contributions to the plan were \$64,376.95. I believe that the difference between the two balances is attributable either to contributions for a short period under the SEP-IRA plan maintained by Fore Systems, Inc. prior to the establishment of its 401(k) plan (references RB1 and RB8) or employer matching contributions under the 401(k) plan. Fore System, Inc.'s 401(k) matching policy is discussed at reference RB32. I have no reason to doubt the accuracy of the plan custodian's records and since the difference between the two amounts can be explained by employer contributions on Mr. Butler's behalf, I am including \$64,376.95 as the cost basis of this retirement account in the statement of Net Worth attached to this affidavit as Exhibit A. This adjustment causes an increase of \$10,401.06 to Mr. Butler's net worth as calculated in the statement attached to my affidavit of September 21, 2005

8. Prudential Account BBE-800814. This is a retirement account for the benefit of David W. Butler. The client statement at reference A4 shows no indication of the cost basis of the account. In order to calculate a cost basis for the account, I analyzed Mr. Butler's forms W-2 for the years 1988 through 2000. It is Mr. Butler's recollection that the first retirement plan that he participated in was through his employment with Network Systems, Corp. and I have been provided with no record or document that contradicts his recollection. Mr. Butler was employed at Network Systems, Corp. from 1988 until partway through 1992. I examined Mr. Butler's forms W-2 issued by Network Systems, Corp and found that he made the following 401(k) contributions:

EMPLOYER NAME	Year	Amount	Reference
NETWORK SYSTEMS CORP.			
From W-2's	1988	\$0.00	RA1
	1989	\$3,810.53	RA2
	1990	\$4,462.90	RA3
	1991	\$7,477.79	RA4
	1992	\$5,685.26	RA5
TOTAL		\$21,436.48	

9. This \$21,436.48 is Mr. Butler's cost basis in the Network Systems Corp. 401(k) plan. On June 3, 1993, the entire plan balance including basis, accumulated earnings and appreciation valued at \$30,644.62 was distributed to Mr. Butler (Reference RA6) On August 3, 1993 this distribution was rolled over to an IRA account with IBM Mid-Atlantic EFCU (references RA6.1 and RA6.3). On September 29, 1994, this account, now valued at \$31,736.13 was rolled over to an IRA account with Fidelity Trust Company (references RA6.4 and RA6.5). On December 31, 1995, this account was valued at \$44,045.39 (reference RA6.6). On January 8, 1996, although the funds remained physically with Fidelity Trust Company custodianship of this account was transferred to Prudential Securities, Inc. as custodian for David W. Butler IRA dated January 5, 1996 (references RA6.7 and RA6.8). On March 17, 1998, this account was valued at \$70,846.47 (reference RA6.9). From March 17, 1998 the Nasdaq Composite Index was at 1779. Two years later on March 17, 2000 the Nasdaq Composite Index was at 4798. This is an increase of 269%. Extrapolating from that information, it would not be unreasonable to expect that Mr. Butler's retirement account balances could grow by a similar factor (\$70,846.47

multiplied by 269% equals \$190,577.00) As of June 30, 2000 the balance of the Prudential Securities IRA account according to the statement at reference RA6.11 shows a value of \$169,309.08, an increase of 239% or 30% less than the increase in the Nasdaq Composite Index over almost the same period of time. The statement also shows funds added to the IRA account during the preceding six months of the year as \$169,472.74. The Gain (Loss) Summary of the same statement lists "March 07 To Date Realized Gain (Loss)". Since it would be highly unusual for a brokerage statement to report activity at a date other than the end of a month quarter or year, it seems fairly obvious that the funds transfer occurred on March, 7, 2000. Since all other retirement accounts have been previously accounted for the only explanation of the source of these funds is the Fidelity Trust Company account. Based upon this chain of events, the cost basis of this account is \$21,436.48. I have incorporated this figure in the revised statement of Net Worth attached as Exhibit A. This adjustment causes a decrease of \$141,440.21 to Mr. Butler's net worth as calculated in the statement attached to my affidavit of September 21, 2005.

10. The adjustment to the balances of the Marconi and Prudential retirement accounts requires an adjustment to the accrued income tax liability associated with those accounts. This calculation (reference L4b) shows an accrued income tax liability of \$52,820.00 compared to \$126,830.00 as shown on my previous calculation. This adjustment causes an increase of \$74,010.00 to Mr. Butler's net worth as calculated in the statement attached to my affidavit of September 21, 2005.

11. The net effect of these numerical adjustments as reflected on the revised Statement of Net Worth (Exhibit A) is to decrease Mr. Butler's net worth by \$57,029.15 when compared to the Statement of Net Worth contained in my September 21, 2005 Affidavit. Resulting in a Net Worth of \$1,856,125.81.

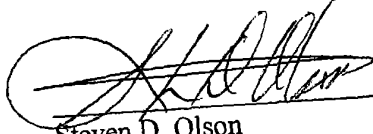
12. It is important for the Court to note that these successive calculations have not been contradictory. Rather, each is fully consistent with the other, in that the first said Butler's net worth as of September 14, 2000 was no higher than \$1.95 million and probably less, the second said it was no higher than \$1.91 million and probably less, and the third says it was no higher than \$1,856,125.81. My first and second affidavits explicitly noted that further documentation could and likely would allow me to further refine my analysis and adjust the calculated net worth accordingly. See First Affidavit at paragraph 8 - 10 (stating that the net

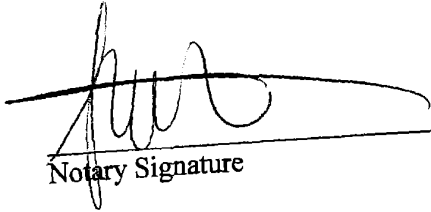
worth calculation was subject to revision as additional documentation of liabilities and costs of acquisition became available, which would reduce the net worth figure significantly); Second Affidavit at paragraph 8 (stating that Butler's retirement account valuations were subject to further reduction as documentation of the costs of acquisition became available). As such, the successive adjustments to these calculations do not represent a self-reversal or other inconsistency indicative of a lack of credibility, but rather are careful refinements based on the best evidence available, as it has become available.

13. At paragraph 6 of my first affidavit of August 2, 2005, I disclosed that the statement of Net Worth included the entire interest of the reported assets and liabilities of Mr. Butler and his spouse, Kristin G. Butler and that no reduction has been made for separate property or community property interests. This continues to be true. The reason for the inclusion of all assets and all liabilities in the statement was to provide full disclosure to the court. The inclusion of Mrs. Butler's spousal interest is certainly not required by Generally Accepted Accounting Principles. Given that my calculations of Net Worth which have always included Mrs. Butler's spousal interest have also consistently shown a value of less than the \$2,000,000.000 threshold of the Equal Access to Justice Act, it did not seem necessary to me to belabor the point that if the spousal interest were removed from the total then Mr. Butler's separate net worth would decrease by approximately half. However, my reading of those Securities and Exchange Commission documents which comment upon my calculations makes it clear that this critical fact has been entirely overlooked. Considering that essentially all of the assets and liabilities listed on the attached statement of Net Worth have been accumulated during the duration of the marriage, Mr. and Mrs. Butler each have an individual, separate spousal interest of roughly fifty percent of the entire amount. As such, each would have an individual net worth of approximately \$928,062.90. In reaching this conclusion, I sought the advice of counsel and the legal opinion of Robert F. Klueger, Esq. (Exhibit G) completely supports my conclusions in this regard.

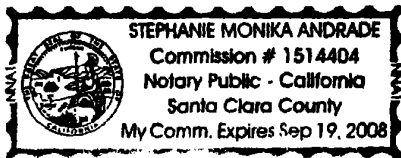
14. In summary, it is my opinion that David W. Butler's Net Worth as of September 14, 2000 is no more than \$1,856,125.81 and may be as low as \$928,602.91

I declare under penalty of perjury of the laws of the State of California that the foregoing is true and correct, executed this 12th day of October, 2005.


Steven D. Olson


Notary Signature

Notary Seal



State of California
County of Santa Clara
Commission Expires 9/19/08

David W. Butler

Calculation of Net Worth

As of September 14, 2000

Assets	Description	Cost Basis	Ref.
Wells Fargo Bank (0039-758990)	Checking	103,121.54	Exhibit C
Fidelity Investments (165-183377)	Retirement - IRA	2,000.00	A2
Marconi-Fore - AMEX	Retirement Plan - 401K	64,376.95	A3
Prudential (BBE-800814)	Retirement - IRA	21,436.48	A4
Prudential (BBE-855988)	Securities	111,486.61	A5
Prudential (TFJ-179313)	Money Market	21,088.94	A6
PaineWebber (TF14557-66)	UBS PW Technology	200,000.00	A7
PaineWebber (TF14557-66)	PW ASPEN Fund, LLC	125,000.00	A7
PaineWebber (SJ-34861-LS)	Brandes Investment	300,000.00	A8
PaineWebber (SL-34860-LS)	New Bridge Partners	200,469.00	A9
PaineWebber (SJ-34858-LS)	Laurel Capital	200,000.00	A10
Personal Residence	17370 Skyline Blvd. Woodside, CA	1,600,000.00	A11
Lockheed Martin	Kristin's 401(K)	13,440.56	A12
Mirapoint, Inc.	401 (K) Profit Sharing Plan	8,970.81	A13
Wells Fargo Bank (6401-754312)	Kristin's Bank account	4,190.34	A14
1999 Chrysler		24,150.00	Exhibit D
2000 Porsche		80,755.00	Exhibit E
1995 Acura		17,425.00	Exhibit F
Personal Belongings	Estimated by Client	30,000.00	
		<u>3,127,911.23</u>	

Liabilities	Description	Balance	Ref.
PaineWebber - Margin	Credit Line	220,946.17	L1
Washington Mutual (0021669643)	Home Equity Loan	237,935.68	L2
Washington Mutual (0013134671)	Home Mortgage	592,637.36	L3
Income Tax Liability	Year 2000	57,155.64	L4a
Accrued Income Tax Liability	Retirement Contributions	52,820.00	L4b
Legal Fees Payable	Finkelstein, Thompson & Loughran	4,727.50	L5
Legal Fees Payable	Finkelstein, Thompson & Loughran	100,000.00	Exhibit B
Property Maintenance	Garden Service	720.00	L6
Property Tax Liability	Two Months & 14 Days Liability	3,476.22	L7
ADT	Security Services	92.85	L8
Aquaphyle Pool Service	Pool service	300.00	L9
Citibank	Credit Card Payable	863.53	L10
Dish Network	Satellite TV	110.47	L11
		<u>1,271,785.42</u>	

Total Net Worth of David & Kristin Butler**1,856,125.81**

Less 1/2 Spousal Interest of Kristin Butler

(928,062.90)**Net Worth of David Butler****928,062.91****Exhibit A**

0039-758990

WELLS FARGO BANK

WELLS FARGO BANK, N.A.
P.O. BOX 6995
PORTLAND, OR 97228-6995

#0329

DAVID W. BUTLER
KRISTIN BUTLER
17370 SKYLINE BLVD
HOODSIDE, CA 94062-3715

OCN
0

CALL 1-800-TO-WELLS
(1-800-869-3557)
24 HOURS/DAYS 7 DAYS/WEEK
FOR ASSISTANCE WITH
YOUR ACCOUNT.

PAGE 1 OF 5

THIS STATEMENT COVERS: 9/12/00 THROUGH 10/10/00

WELLS FARGO
NEWSLINE

EFFECTIVE 12/01/00, THE FOLLOWING HAS BEEN ADDED TO THE DEPOSIT AGREEMENT:
YOUR WELLS FARGO ATM/ATM & CHECK CARD OR INSTANT CASH/CASH & CHECK CARD MUST
NOT BE USED FOR ANY UNLAWFUL PURPOSE (FOR EXAMPLE, FUNDING ANY ACCOUNT THAT IS
SET UP TO FACILITATE ON-LINE GAMBLING). YOU AGREE YOU WILL NOT USE YOUR CARD
OR ACCOUNT FOR ANY TRANSACTION THAT IS ILLEGAL UNDER APPLICABLE LAW.

STAGECOACH
CHECKING
0039-758990

SUMMARY

PREVIOUS BALANCE	8,629.00	MINIMUM BALANCE	00
DEPOSITS	242,484.65	AVERAGE BALANCE	
WITHDRAWALS	251,088.17		
PHONE BANK CALLS	00		
POINT OF SALE USAGE FEE	1.00		
MONTHLY CHECKING FEE			
AND OTHER CHARGES	26.50		
DIRECT DEPOSIT DISCOUNT	2.00		
NEW BALANCE	90		

CHECKS AND
WITHDRAWALS

CHECK	DATE PAID	AMOUNT	CHECK	DATE PAID	AMOUNT
2424	9/12	55.00	2544	10/02	15.00
2425	9/15	36.00	2546	9/25	300.00
2432	9/19	1,825.35	2567	9/20	75.00
2434	9/13	30.66	2548	9/26	37.50
2438	9/12	320.00	2549	9/25	37.50
2439	9/22	15.00	2551	9/26	3,800.00
2440	9/26	125.00	2552	9/26	53.86
2441	9/19	310.00	2553	10/10	4,000.00
2442	9/25	12.87	2554	10/05	389.00
2443	10/02	19.65	2556	10/05	90,000.00
2444	10/06	50.00	2557	10/05	43.58
2445	9/18	108.55	2558	10/10	110.47
2449	9/13	42.74	2559	10/10	580.00
2532	9/15	200.00	2560	10/02	2,904.62
2533	9/15	200.00	2561	10/03	194.05
2534	9/15	200.00	2562	10/03	863.53
			2569	10/10	340.00
WIRE TRANSFER CHARGE					
WIRE TRANS SVC CHARGE - SEQUENCE 00091502				9/15	30.00
7351					
OUTGOING MONEY TRANSFER DEBIT				9/15	100,000.00
FED#02565 CITI BANK FEDERAL S WTR BNF-FINKE					
LSTEIN, THOMPSON AND LOUGHRAN					
PACIFIC BELL 525 APS		6505290564 483		9/20	289.07
DAVID W BUTLER					
CUSTOMER WITHDRAWAL				9/21	500.00
WIRE TRANSFER CHARGE				9/27	30.00
WIRE TRANS SVC CHARGE - SEQUENCE 00092702					
3605					

CONTINUED

YOUR WELLS FARGO STATEMENT

PRINTED ON RECYCLED PAPER

MEMBER FDIC

0039-758990

WELLS FARGO BANK

+ DAVID W BUTLER
KRISTIN BUTLER

PAGE 2 OF 5 THIS STATEMENT COVERS: 9/12/00 THROUGH 10/10/00

CHECKS AND WITHDRAWALS	DATE PAID	AMOUNT
OUTGOING MONEY TRANSFER DEBIT FED#02268 CHASE MANHATTAN BA / FIE/BNF-SALOM ON SMITH BARNEY, INC P. G. AND E. APS DEBIT QRN5136503 AA40 DAVID BUTLER	9/27	34,500.00
OVERDRAFT PROTECTION TRANSFER FEE	10/04	351.22
POINT OF SALE USAGE FEE	10/10	15.00
SERVICE CHARGE INCLUDING \$2.00 DIRECT DEPOSIT DISCOUNT	10/10	1.00
		7.50
EXPRESS BANKING		
PDS CARD PURCHASE #090438 ON 09/12 AT 2110 MIDDLEFIELD CHURCH SUREWOOD CITY CA	9/12	33.73
PDS CARD PURCHASE #007333 ON 09/12 AT 2500 MIDDLEFIELD COSTCO WHOLESALE CITY CA	9/12	471.42
PDS CARD PURCHASE #014088 ON 09/13 AT 1477 CHARTER AVENUE BURLINGAME CA	9/13	17.09
CHECK CARD PURCHASE ON 09/12 AT HALF MOON BAY FISH MKT HALF MOON BAY CA	9/13	41.00
533473XXXXX8803 #012001HHH287516		
WITHDRAWAL #00652 AT 001653 ON 09/13	9/13	300.00
PDS CARD PURCHASE #002517 ON 09/14 AT 1071 EL CAMINO SAFEWAY SUREWOOD CITY CA	9/14	53.28
CHECK CARD PURCHASE ON 09/13 AT LISA'S TEA TREASURES MENLO PARK CA	9/14	96.00
533473XXXXX8803 #0080771363772F18		
CHECK CARD PURCHASE ON 09/12 AT SAN FRANCISCO BATH #2 SAN FRANCISCO CA	9/14	260.00
533473XXXXX8803 #0845079LH3ENSHXIA		
CHECK CARD PURCHASE ON 09/14 AT MEXXONLINE BIRMINGHAM 974 0800 386 5550 IN	9/15	19.95
533473XXXXX8803 #78541861J083MAGYF		
CHECK CARD PURCHASE ON 09/13 AT HALBOTS BOYLAND INC SAN MATEO CA	9/15	98.65
533473XXXXX8803 #8045366LJ04GESSK		
PDS CARD PURCHASE #001523 ON 09/15 AT 720 MENLO AVENUE TRADER JOHNSON PARK CA	9/15	56.97
CHECK CARD PURCHASE ON 09/13 AT REI 38 SAN CARLOS SAN CARLOS CA	9/15	101.85
533473XXXXX8803 #8045079LJEST63075		
CHECK CARD PURCHASE ON 09/15 AT BORDERS BOOKS & MUSIC #9 PALO ALTO CA	9/18	27.87
533473XXXXX8803 #70563071LBA013F86		
CHECK CARD PURCHASE ON 09/14 AT CHEVRON #0190271 REDWOOD CITY CA	9/18	30.76
533473XXXXX7906 #2346042LX075010		
CHECK CARD PURCHASE ON 09/14 AT BARNES & NOBLE #1971 REDWOOD CITY CA	9/18	43.72
533473XXXXX8803 #8044400197BS6NN03		
CHECK CARD PURCHASE ON 09/13 AT AVALON SKIN CARE BURLINGAME CA	9/18	45.00
533473XXXXX8803 #8048675LKS6622BMA		
CHECK CARD PURCHASE ON 09/14 AT GOETZ BROS SPORTING GOODS REDWOOD CITY CA	9/18	64.79
533473XXXXX8803 #8045073LX48NY49DE		
CHECK CARD PURCHASE ON 09/13 AT RICHARD OF BURLINGAME BURLINGAME CA	9/18	77.94
533473XXXXX8803 #7045268LKD690P7A6		
CHECK CARD PURCHASE ON 09/13 AT RICHARD OF BURLINGAME BURLINGAME CA	9/18	150.00
533473XXXXX8803 #7045268LKD690P791		

CONTINUED

YOUR WELLS FARGO STATEMENT

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WELLS FARGO BANK

DAVID W. BUTLER
KRISTIN BUTLER

PAGE 3 OF 5 THIS STATEMENT COVERS: 9/12/00 THROUGH 10/10/00

EXPRESS BANKING	POS CARD PURCHASE	DATE PAID	AMOUNT
3015 WOODSIDE ROBERTS MAHWOODSIDE CA	9/18	222.74	
CHEVRON #0202181 SAN FRANCISCO CA	9/19	28.72	
533473XXXXX7906 23460421BN GZ5NR1	9/19	300.27	
200 WOODSIDE PL ALBERTSON REDWOOD CITY CA	9/19	281.50	
NON WEB ATM #007824 ON 09/18 AT 00007802	9/19	12.00	
525 UNIVERSITY CALIFORNIA PALO ALTO CA	9/20	32.10	
TEXACO INC 62691220041 PORTOLA VALLE CA	9/22	10.75	
533473XXXXX8803 2342585LPAAPLXPVY	9/22	51.35	
DI SEGO SAN FRANCISCO CA	9/22	57.31	
533473XXXXX8803 8045079115FEENQ1R	9/22	29.85	
CHEVRON #0090271 WOODSIDE CA	9/25	152.68	
533473XXXXX7906 23460421BN GZ5NR1	9/25	300.00	
MCWHORTER STATIONERY REDWOOD CITY CA	9/25	48.80	
533473XXXXX8803 70429501614BN73	9/25	58.57	
POS CARD PURCHASE #010265 ON 09/22 AT	9/26	92.00	
1801 WOODSIDE RARGO PAYOR REDWOOD CITY CA	9/28	157.50	
POS CARD PURCHASE #608010 ON 09/24 AT	9/28	29.67	
200 WOODSIDE PL ALBERTSON REDWOOD CITY CA	9/29	52.25	
WITHDRAWAL #07813 AT 020573 ON 09/26 AT	10/02	51.78	
POS CARD PURCHASE #010106 ON 09/26 AT	10/02	232.63	
5001 STANFORD SHANDRONICO PALO ALTO CA	10/02	291.47	
POS CARD PURCHASE #020008 ON 09/28 AT	10/02	300.00	
3130 ALPINE RD BLANCHARD ORTOLA VANCE CA	10/02	438.43	
CHECK CARD PURCHASE ON 09/27 AT	10/02		
HFD WINTERHUR HOME FR 800-223-1956 DE	10/02		
533473XXXXX8803 7843286120038883	10/02		
CHECK CARD PURCHASE ON 09/26 AT	10/02		
SAN FRANCISCO STATNDG SAN FRANCISCO CA	10/02		
533473XXXXX8803 884507812430499F	10/02		
CHECK CARD PURCHASE ON 09/28 AT	10/02		
CHEVRON #0090271 WOODSIDE CA	10/02		
533473XXXXX7906 23460421BN GZ5NR1	10/02		
POS CARD PURCHASE #029142 ON 09/29 AT	10/02		
1801 WOODSIDE RARGO PAYOR REDWOOD CITY CA	10/02		
CHECK CARD PURCHASE ON 10/01 AT	10/02		
AMAZON.COM 9-SUPERSROR 800-201-7575 WA	10/02		
533473XXXXX8803 7843286120038883	10/02		
CHECK CARD PURCHASE ON 09/28 AT	10/02		
GOETZ BROS SPORTING CO REDWOOD CITY CA	10/02		
533473XXXXX8803 806507811384Y490F	10/02		
POS CARD PURCHASE #340927 ON 09/30 AT	10/02		
200 WOODSIDE PL ALBERTSON REDWOOD CITY CA	10/02		
WITHDRAWAL #00136 AT 020573 ON 10/02 AT	10/02		
CHECK CARD PURCHASE ON 09/28 AT	10/02		
ORVIS CATALOG 800-635-7635 VA	10/02		
533473XXXXX8803 7843286120038883	10/02		
CHECK CARD PURCHASE ON 10/02 AT	10/02		
HFD WINTERHUR HOME FR 800-223-1956 DE	10/02		
533473XXXXX8803 7843286120038883	10/02		
POS CARD PURCHASE #002243 ON 10/03 AT	10/02		
2485 EL CAMINO TARGET 032 REDWOOD CITY CA	10/02		
POS CARD PURCHASE #023101 ON 10/03 AT	10/02		
2300 MIDDLEFIELD COSTCO WHOREWOOD CITY CA	10/02		

CONTINUED

YOUR WELLS FARGO STATEMENT

0039-758990

WELLS FARGO BANK

DAVID W. BUTLER
KRISTIN BUTLER

PAGE 4 OF 5 THIS STATEMENT COVERS: 9/12/00 THROUGH 10/10/00

EXPRESS BANKING	CHECK CARD PURCHASE ON 10/03 AT	DATE PAID	AMOUNT
ORVIS CATALOG	800-635-7635 VA	10/04	128.70
533473XXXXX8803	7843286M3000R4GDM		
	CHECK CARD PURCHASE ON 10/05 AT	10/04	264.41
ORIENTAL TRADING COMPA	800-2280475 NE		
533473XXXXX8803	8841734M6156F9XJ		
	CHECK CARD PURCHASE ON 10/04 AT	10/06	48.94
VICTOR LAMPS & PARTS	SAN FRANCISCO CA		
533473XXXXX8803	8045078M74A2T9SK7		
POS CARD PURCHASE	#111681 ON 10/06 AT	10/06	257.21
200 WOODSIDE PL ALBERTSONS REDWOOD CITY CA			
	CHECK CARD PURCHASE ON 10/05 AT	10/10	29.60
TEXACO INC 6269122041	PORTOLA VILL CA		
533473XXXXX8803	2362585MCAAPLXR06		
	CHECK CARD PURCHASE ON 10/06 AT	10/10	32.98
WHOLE LIFE NATURAL FOOD	REDWOOD CITY CA		
533473XXXXX8803	8045079MAYK4RH12		
	CHECK CARD PURCHASE ON 10/06 AT	10/10	35.35
SKYWOOD TRADING POST	WOODSIDE CA		
533473XXXXX8803	7042950M9P4DTG8M8		
	CHECK CARD PURCHASE ON 10/05 AT	10/10	51.94
HOWARD SHOES FOR CHILD	PALO ALTO CA		
533473XXXXX8803	8045078M848WY4XDH		
POS CARD PURCHASE	#235704 ON 10/10 AT	10/10	62.76
2110 MIDDLEFIELD ORCHARD	SUREWOOD CITY CA		
	CHECK CARD PURCHASE ON 10/08 AT	10/10	70.70
HALF MOON BAY FISH MKT	HALF MOON BAY CA		
533473XXXXX8803	8012117MBWH287JAN		
POS CARD PURCHASE	#012229 ON 10/10 AT	10/10	208.07
2300 MIDDLEFIELD GOLF CD	WHOREDBROOK CITY CA		
	CHECK CARD PURCHASE ON 10/06 AT	10/10	427.93
ORVIS CATALOG	800-635-7635 VA		
533473XXXXX8803	7843286M3000R4GDM		
	CHECK CARD PURCHASE ON 10/05 AT	10/10	458.09
WARNER BROS	00001545 PALO ALTO CA		
533473XXXXX8803	7041019M8256BM63F		
DEPOSITS		DATE POSTED	AMOUNT
CUSTOMER DEPOSIT		9/16	335.87
CUSTOMER DEPOSIT		9/16	100.000.00
LATACRAFT INC PAYROLL	EP9 0001420915D	9/15	4,448.98
BUTLER DAVID			
CUSTOMER DEPOSIT		9/22	20,000.00
TRANSFER FROM 6401-754312 AT 20578	09/26		25,000.00
LATACRAFT INC PAYROLL	EP9 0008420929D	9/22	4,448.98
BUTLER DAVID			
CHECK CARD MERCHANDISE RETURN ON 09/28 AT		10/02	27.01
GOETZ BROS SPORTING GO	REDWOOD CITY CA		
533473XXXXX8803	8545078M148HY49BD		
TRANSFER FROM 6401-754312 AT 20578	10/02		85,000.00
CHECK CARD MERCHANDISE RETURN ON 10/04 AT		10/05	31.10
ORVIS CATALOG	800-635-7635 VA		
533473XXXXX8803	7843286M600TP6SH0		
OVERDRAFT PROTECTION TRANSFER FROM MRA		10/05	543.65
CHECK CARD MERCHANDISE RETURN ON 10/06 AT		10/10	103.92
WARNER BROS	00001545 PALO ALTO CA		
533473XXXXX8803	7041019M8256BM63F		
OVERDRAFT PROTECTION TRANSFER FROM MRA		10/10	12,545.15

CONTINUED

YOUR WELLS FARGO STATEMENT

MEMBER FDIC

0039-758990

WELLS FARGO BANK

DAVID W. BUTLER
KRISTIN BUTLER

PAGE 5 OF 5

THIS STATEMENT COVERS 9/12/00 THROUGH 10/10/00

DIRECT
DEPOSIT
ADVANCEOUTSTANDING BALANCE
AS OF LAST STATEMENT

\$0.00

OUTSTANDING BALANCE
AS OF THIS STATEMENT

\$0.00

DIRECT DEPOSIT ADVANCE IS A CONVENIENT WAY TO PROTECT YOUR CHECKING ACCOUNT FROM OVERDRAFTS AND OVERDRAFT CHARGES. IF YOU NEED TO WRITE A CHECK BUT ANTICIPATE THAT IT WILL OVERDRAW YOUR ACCOUNT, JUST USE THE ATM OR CALL 24 HOUR TELEPHONE BANKING TO REQUEST AN ADVANCE UP TO \$300.

WELLS FARGO
PHONE BANK

EACH ACCOUNT COMES WITH FREE UNLIMITED AUTOMATED TOUCH-TONE BANKING SERVICE CALLS

CALLS TO PHONE BANK THIS STATEMENT PERIOD: 0

EXPRESS ATM
LOCATIONS USED001659 269 PRIMROSE RD. BURLINGAME, CA
020578 2925 WOODSIDE RD. WOODSIDE, CA

THANK YOU FOR BANKING WITH WELLS FARGO

YOUR WELLS FARGO STATEMENT



WE HELP YOU INVEST RESPONSIBLY™

Investment Report

August 1, 2000 - August 31, 2000

Online
FAST(sm) Automated Telephone
Customer Service
www.fidelity.com
800-544-5555
800-544-9868

BROWNE

DAVID W BUTLER
17876 SKYLINE BLVD
WOODSIDE CA 94062-3715

128

Brokerage 165183377 - DAVID W BUTLER - FIDELITY MANAGEMENT TRUST CO - CUSTODIAN**Account summary****Income summary**

Beginning value as of Aug 1 2000 \$2,351.67
Transaction costs - loads and fees \$15.00
Change in investment value \$12.45
Ending value as of Aug 31 \$2,351.67

Your commission schedule

Minimal annual trade requirement \$10,000
Eligible trades from Sep 1999 - Aug 2000 0

Holdings

Stocks 0% of holdings
NON-ACAT RETIREMENT ACCT

Core Account - 100% of holdings
FIDELITY CASH RESERVES (FDXX)

Position held in cash account

Holdings as of August 31, 2000
Stocks 0% of holdings
NON-ACAT RETIREMENT ACCT
Core Account - 100% of holdings
FIDELITY CASH RESERVES (FDXX)
Position held in cash account

Quantity
August 31, 2000
2.0000
2.3516700

Price per Unit
August 31, 2000
\$1.00000

Total Value
August 1, 2000
\$2,354.22

Total Value
August 31, 2000
\$2,351.67

Transaction details

(or holdings with activity this period)

A2



WE HELP YOU INVEST RESPONSIBLY™

Investment Report

August 1, 2000 - August 31, 2000

Brokerage 165-180577 DAVID W. BUTLER, TRADITIONAL FIDELITY MANAGEMENT TRUST CO. CUSTODIAN

Description	Amount	Balance
Core Account		
Fidelity Cash Reserves		
Beginning		\$2,351.67
Investment Activity		
Core account income	\$15.00	
Subtotal of Investment Activity	\$15.00	
Ending		\$2,351.67

Description	Amount	Balance
Investment Activity		
8/8 Fidelity Cash Reserves		
Dividend received		
Subtotal of Investment Activity		
Ending		

Description	Amount	Balance
Cash Management Activity		
8/11 City Inactivity fee	\$15.00	
Subtotal of Cash Management Activity	\$15.00	
Ending		

Description	Amount	Balance
Daily Additions and Subtractions		
8/11 Fidelity Cash Reserves @ \$1 per share (the following is provided to you in accordance with industry regulations)	\$15.00	
Subtotal of Daily Additions and Subtractions	\$15.00	
Ending		

Additional Information About Your Investment Report

Fidelity Investments believes that the new legislation before the U.S. Senate proposing increased contribution limits for both IRAs and workplace savings plans is good for all working Americans. We strongly endorse it.

This past July the U.S. House of Representatives overwhelmingly passed legislation (by a vote of 401 to 25) that will not only raise contribution limits, but will also provide benefit portability and catch-up contributions by workers nearing retirement. This is a positive for you, our customers.



WE HELP YOU INVEST RESPONSIBLY™

Investment Report

August 1, 2000 – August 31, 2000

Additional Information About Your Investment Report

If you believe as we do that this legislation is important, we urge you to action and call the Congressional switchboard at (202) 225-3121 and ask your U.S. Senators to pass H.R. 1102 this year. You can also go to www.fidelity.com to send letters to your Senators. Thank you!

As of August 28, 2000, Fidelity Brokerage Services, Inc. and National Financial Services Corporation, which currently provide your brokerage services, were reorganized within the Fidelity Investments group of companies and the new companies will be known as Fidelity Brokerage Services LLC and National Financial Services LLC, respectively. All of your account information, agreements and other account-related documentation will continue in effect with the new companies, and there will be no changes to your services, fees or Fidelity's commitment to your investing needs.

In response to the decimalization initiative being facilitated by the SEC, as of August 28th, 2000 all open orders for the securities participating in Phase I of decimalization were converted to decimals. Open buy orders were rounded down to the nearest corresponding decimal place while open sell orders were rounded up. If applicable, this statement will reflect the rounded price and related amounts that were generated for the open orders. For example: Buy 100 shares of APC @ 45 15/16 became Buy 100 shares of APC @ 45.9375 and sell 100 shares of APC @ 45.9375 became Sell 100 shares of APC @ 45.9375.

The following securities are participating in Phase I of decimalization and will all trade in penny (01) increments: New York Stock Exchange: Anadarko Petroleum (APC), Forest City Enterprises, Inc. Class A (FCEA), Fidelity Investments Enterprise Fund Class B (FCEB), FedEx Corporation (FDX), Gateway Inc. (GTW), Hughes Supply Inc. (HUSI), MSC Software Corp. (MNS), American Stock Exchange: Repligen Corp. (RBC), Psychedics Corp. (PMD), Global Light Telecommunications Inc. (GBT), ON2 Corp. (ONT), eMagin Corp. (EMA), Media General Inc. (MGCA). The corresponding option contracts for Anadarko Petroleum, Gateway Inc. and FedEx Corporation will also be included in Phase I of decimalization. Trading increments of options will depend on the premium for the particular option. Options trading at a premium of under \$3 will trade in tick (05) increments and options trading at a premium of \$3 or greater will trade in dime (10) increments.

The exchanges are expected to add additional securities to Phase I within the month of September. For more detailed information as well as the full marketplace plan and key implementation dates, please refer to www.fidelity.com.

02055



Marconi USA
Wealth Accumulation Plan

Account Statement as of 12-31-2002

YOUR ACCOUNT INFORMATION

DAVID W. BUTLER
 17370 SKYLINE BLVD
 WOODSIDE, CA 94062-3715

Participant Information

Date of Birth	08/27/1960
Termination Date	12/01/1998

Account at a Glance

Account Activity by Contribution type for the period 10-01-2002 to 12-31-2002 (MM-DD-YYYY)

Source	Beginning Balance	Contributions	Distributions Pays	Investment Results	Ending Balance	Yielded Percent	Yielded Balance
Before-Tax	98,978.58	0.00	0.00	3,839.44	102,818.02	100%	102,818.02
TOTAL	98,978.58	0.00	0.00	3,839.44	102,818.02	N/A	102,818.02

Contribution Information as of 01-06-2003

Plan-to-Date Before-Tax Contribs:



*Year to date totals exclude prior year
 contributions posted in current year.

Investment of Future Contributions as of 01-06-2003

Fund Name	All Sources
Stable Value	100.00
TOTAL	100.00%



NY 402200 000000000000 11-00000-5 01 1 10/05/05

If you have questions about your plan, contact
 J.P. Morgan/American Century Retirement Plan Services P.O. Box 419784 Kansas City, MO 64141-6784
 Visit our Web site at www.retireonline.com or call 1-800-346-2346
 (International: 1-818-931-8177)

A3
 3



October 6, 2005

David W. Butler
Fax number:
650-745-1210

Re: Marconi USA Wealth Accumulation Plan, David W. Butler

Dear Mr. Butler:

In response to your recent telephone inquiry, our records indicate that as of October 2, 2005, the net contributions to your Marconi USA Wealth Accumulation Plan were \$64,376.95.

If you have additional questions, please call our JPMorgan Retirement Plan Services InfoLine at 1-800-345-2345. (Automated services are available 24-hours a day, seven days a week.) Participant Services representatives are available from 7 a.m. to 7 p.m. Central time and will be glad to assist you.

Sincerely,

JPMorgan Retirement Plan Services

eb8



COMMAND Plus ★

Client Statement

SPC

Prudential Securities Incorporated, a subsidiary of The Prudential Insurance Company of America, Newark, New Jersey

As of: September 30, 2000 Page 1

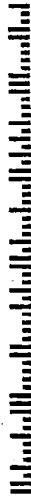
Stocks and options are going decimal! On December 2, 1999, the New York Stock Exchange (NYSE) board of directors voted to change its rules so that, beginning in the coming year, it can start quoting stocks in dollars and cents. The option exchanges made similar rule changes to accommodate decimal trading.

A 13-stock and 3-option class pilot was implemented August 28, 2000, and 150 more securities went "decimal" on September 25, 2000. The final implementation of pricing all NASDAQ securities into decimals will occur in the first quarter of 2001. It sounds complicated, but it's not. The plan is to make the transition as smooth as possible for all concerned.

The decimalization process will affect every area of the securities industry. One of the first changes you'll notice is that orders will be entered with decimal, not fractional prices and "Good 'til Canceled" orders, previously entered as fractions, will be changed for the stocks now quoted in decimals. Contact your Financial Advisor for more details.

Your Financial Advisor: DOUGLAS RICHARDS
SENIOR V.P. INVESTMENTS
1130 CONNECTICUT AVENUE N. W.
ELEVENTH FLOOR
WASHINGTON DC 20036
202-872-6542

*** MR DAVID W BUTLER &
MRS KRISTIN G BUTLER JT TEN
17370 SKYLINE BLVD
WOODSIDE CA 94062-3715



ACCOUNT NUMBER	ACCOUNT NAME	SECURITIES VALUE	MONEY MARKET & CASH BALANCE	NET WORTH	INCOME THIS PERIOD	INCOME YEAR TO DATE
TFJ-179313 COMMAND	MR DAVID W BUTLER & MRS KRISTIN G BUTLER JT TEN	\$ 0.00	\$21,088.94	\$21,088.94	\$137.84	\$2,283.40
BBE-800814 RETIREMENT	PRUDENTIAL SECURITIES C/F MR DAVID W BUTLER	\$152,319.28	\$4,490.04	\$156,809.32	\$229.18	\$1,871.23
BBE-855988 SECURITIES	MR DAVID W BUTLER & MRS KRISTIN G BUTLER JT TEN	\$109,894.51	\$207.70	\$110,102.21	\$167.38	\$1,464.42
TFJ-R36591 RETIREMENT	PRUDENTIAL SECURITIES C/F MR DAVID W BUTLER	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
TOTALS		\$262,213.79	\$25,786.68	\$288,000.47	\$534.40	\$5,619.05

The above summary does not include futures or futures related accounts held in your name at Prudential Securities.

@ - Total Includes Short Balance.

- Insurance and Annuities value included.

*

- Current account balances are displayed, although no statement was produced this month.

NT8383CK-TFJ-002980



Client Statement

SIPC

Retirement Account ★

For The Period:
September 1 - September 30, 2000

Prudential Securities Incorporated, a subsidiary of The Prudential Insurance Company of America, Newark, New Jersey

Account Number:
BBE-800814-L1

Page 1 of 10

PRUDENTIAL SECURITIES C/F
MR. DAVID W. BUTLER
17370 SKYLINE BLVD
WOODSIDE CA 94062-3715

Your Financial Advisor:
 RICHARDS & RAY
 1130 CONNECTICUT AVENUE N. W.
 ELEVENTH FLOOR
 WASHINGTON DC 20036
 E-mail Address:
 shelton_rayjr@prusec.com
 douglas_richards@prusec.com
 Your Branch Manager:
 FORREST E. WILLIAMS

PRUDENTIAL SECURITIES C/F
MR. DAVID W. BUTLER
17370 SKYLINE BLVD
WOODSIDE CA 94062-3715

Total Net Worth \$168,944.06 **\$156,809.32**

Gain (Loss) Summary
 This Period Realized Gain (Loss) \$628.58
 March 07 To Date Realized Gain (Loss) (\$1,227.01)
 Unrealized Gain (Loss) As Of September 30 (\$10,895.52)

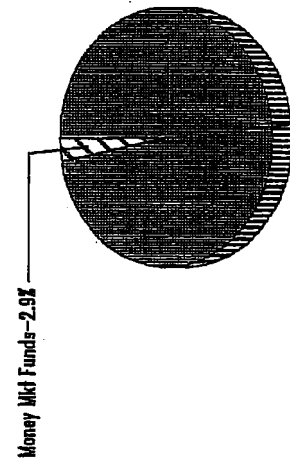
Money Fund Dividends
 Money Fund Dividends \$18.68
 Dividends \$212.50

Total Income \$229.18 **\$1,871.23**

Cash Activity Highlights
 Funds Added \$168,472.74
 Funds Withdrawn \$0.00

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Trading authorization has been given to your Financial Advisor



157323B C-K-TF-003871



Client Statement

SPC

Retirement Account ★

Prudential Securities Incorporated, a subsidiary of The Prudential Insurance Company of America, Newark, New Jersey

For The Period:

September 1 - September 30, 2000

MR DAVID W BUTLER

Account Number:
BBE-800814-L1

Page 2 of 10

Tax Information	
ROLLOVER	
2000	1999
\$51,057.81	

Portfolio Detail	

Equities-97.1% of Portfolio

	SYMBOL	QUANTITY	CURRENT PRICE	CURRENT VALUE	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUALIZED INCOME	CURRENT YIELD	COMMENTS
ALCATEL SA SPONSORED ADR	ALA	165	62.875 **	\$10,374.38		\$55	.53%	
AMERN DEP RCPT REPTG 1 ADR SHS								
ALLIED IRISH PLC SPONSORED	AIB	340	21.875	\$7,437.50		\$225	3.03%	
AMERN DEP RCPT ONE ADR REP 2 ORD SHS								
ALLTEL CORP	AT	85	52.188 **	\$4,435.98		\$108	2.46%	
BARCLAYS PLC AMERICAN DEPOSITORY RECEIPT	BCS	70	110.563	\$7,739.41		\$225	2.91%	
BG PLC AMERICAN DEPOSITORY RECEIPT	BRG	220	32.125	\$7,067.50		\$552	7.81%	
FINAL INSTALLMENT								
CABLE AND WIRELESS PUBLIC LTD CO	CWP	195	42.563 **	\$8,299.79		\$130	1.57%	
SPONSORED AMERICAN RECEIPT DEPOSITORY								
CADBURY SCHWEPPE'S PLC	CSG	200	24.063 **	\$4,812.60		\$121	2.51%	
AMERICAN DEPOSITORY RECEIPT 10 ORDINARY								
CHEUNG KONG HOLDING	CHEUY	360	12.088	\$4,351.68		\$60	1.38%	
AMERICAN DEPOSITORY RECEIPT								
COCA COLA CO DELAWARE	KO	60	55.125 **	\$3,307.50		\$41	1.24%	
COMPAQ COMPUTER CORP	CPQ	320	27.580 **	\$8,825.60		\$32	.36%	
DAIMLERCHRYSLER AG ORDINARY SHS	DCX	80	44.390 **	\$3,551.20		\$178	5.01%	
ENI SPA AMERICAN DEPOSITORY RECEIPTS	E	85	52.938 **	\$4,499.73		\$104	2.31%	
EACH ADR REPRESENTS 10 ORDINARY SHARES								
FANNIE MAE	FNM	70	71.500 **	\$5,005.00		\$78	1.56%	
GILLETTE COMPANY	G	200	30.875 **	\$6,175.00		\$130	2.11%	
GLAXO WELLCOME PLC	GLX	85	60.438 **	\$5,137.23		\$63	1.81%	
SPONSORED AMERICAN DEPOSITORY RECEIPT								
GLOBAL TELESYSTEMS INC	GTS	250	4.563 **	\$1,140.75				
GRUPO IUSACELL S A DE CV V	CEL	330	11.875	\$3,918.75				
SPONSORED ADR REP SER V SHS								

N78333CK-TFJ-003822



Client Statement

SPC

Retirement Account ★

MR DAVID W BUTLER

For The Period:
September 1 - September 30, 2000Account Number:
BBE-800814-L1

Page 3 of 10

Prudential Securities Incorporated, a subsidiary of The Prudential Insurance Company of America, Newark, New Jersey

Portfolio Detail

	SYMBOL	QUANTITY	CURRENT PRICE	CURRENT VALUE	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUALIZED INCOME	CURRENT YIELD	COMMENTS
Equities-97.1% of Portfolio								
(continued)								
HSBC HOLDINGS PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	HBC	150	71.400 **	\$10,710.00		\$280	2.61%	
IMPERIAL CHEM INDS PLC ADR NEW	ICI	170	23.188 **	\$3,941.96		\$336	8.52%	
KONINKLIJKE PHILIPS ELECTRONICS N V SPONSORED ADR NEW 2000	PHG	130	42.500	\$5,525.00		\$126	2.28%	
MCDONALDS CORP	MCD	120	30.188 **	\$3,622.56		\$26	.72%	
NATIONAL AUSTRALIA BANK LTD CAPITAL EXCHANGEABLE CONV PED 7.875% BOOK ENTRY ONLY	NAU	150	25.313	\$3,796.95		\$295	7.77%	
NOVARTIS AG SPONSORED AMERICAN DEPOSITORY RECEIPT	NVS	170	38.688	\$6,576.96		\$70	1.06%	
PACIFIC CENTURY CYBERWORKS LTD SPONSORED AMERN DEPOSITORY RECEIPT	PCW	473	11.000	\$5,203.00				
PANAMERICAN BEVERAGE INC CLASS A	PB	280	17.000 **	\$4,760.00		\$67	1.41%	
SIEMENS A G AMERICAN DEPOSITORY RECEIPTS NEW	SMWY	25	128.613	\$3,215.33		\$17	.53%	
TOKIO MARINE & FIRE INSURANCE LIMITED AMERICAN DEPOSITORY RECEIPTS NEW	TKIOY	70	50.188	\$3,513.16		\$24	.68%	
WASHINGTON MUTUAL INC	WM	135	39.813 **	\$5,374.76		\$157	2.92%	
TOTAL PRICED SECURITIES VALUE				\$162,319.28		\$3,531		
Money Market Funds-2.9% of Portfolio								
CASH ACCUMULATION TRUST LIQUID ASSETS		4,472.960	1.000	\$4,472.96		\$292	6.53%	7-Day Yield
TOTAL MONEY MARKET FUNDS				\$4,472.96		\$292		

NT332B CK-TFJ-003633



Client Statement

SIPC

Retirement Account ★

For The Period: September 1 - September 30, 2000 MR DAVID W BUTLER

Account Number:
BBE-800814-1-1

Page 4 of 10

Prudential Securities Incorporated, a subsidiary of The Prudential Insurance Company of America, Newark, New Jersey

Important: We suggest you consult your Financial Advisor before making any investment decisions.

This section presents estimated unrealized gains or losses for your information only, and should not be used for tax purposes. We suggest you review it for accuracy and contact your Financial Advisor with any questions before making any investment decisions. In instances where a gain (loss) has not been calculated, section and summary totals may not reflect a comprehensive view of your complete portfolio.

Unrealized Gains (Losses)

	ORIGINAL TRADE DATE	QUANTITY	PRICE OR ADJ COST	CURRENT PRICE	COST OR OTHER BASIS	CURRENT VALUE	UNREALIZED GAIN OR (LOSS)
Equities							
ALCATEL SA SPONSORED ADR	03-16-00	4	42.9375	62.875	\$171.75	\$251.50	\$79.75
AMERN DEP RCPT REPSTG 1 ADR SHS	03-16-00	85	42.8125	62.875	\$3,639.06	\$5,344.38	\$1,705.32
	03-17-00	60	43.0625	62.875	\$2,583.75	\$3,772.50	\$1,188.75
	05-03-00	16	44.3675	62.875	\$709.88	\$1,006.00	\$296.12
		165			\$7,104.44	\$10,374.38	\$3,269.94
ALLIED IRISH PLC SPONSORED	03-16-00	100	18.125	21.875	\$1,812.50	\$2,187.50	\$375.00
AMERN DEP RCPT ONE ADR REP 2 ORD SHS	03-16-00	200	18.875	21.875	\$3,637.50	\$4,375.00	\$737.50
	08-09-00	40	17.000	21.875	\$680.00	\$875.00	\$195.00
		340			\$6,130.00	\$7,437.50	\$1,307.50
ALL TEL CORP	07-25-00	30	61.7825	52.188	\$1,853.48	\$1,565.64	(\$287.84)
	08-16-00	40	56.9375	52.188	\$2,277.50	\$2,071.52	(\$205.98)
	09-01-00	15	49.5755	52.188	\$743.63	\$782.82	\$39.19
		85			\$4,874.61	\$4,435.98	(\$438.63)
BARCLAYS PLC AMERICAN DEPOSITORY RECEIPT	03-17-00	70	96.500	110.563	\$6,755.00	\$7,739.41	\$984.41
BG PLC AMERICAN DEPOSITORY RECEIPT	03-16-00	160	25.1875	32.125	\$4,030.00	\$5,140.00	\$1,110.00
FINAL INSTALLMENT	03-16-00	60	25.125	32.125	\$1,507.50	\$1,927.50	\$420.00
		220			\$5,537.50	\$7,067.50	\$1,530.00
CABLE AND WIRELESS PUBLIC LTD CO	03-16-00	50	64.8875	42.563	\$3,234.38	\$2,128.15	(\$1,106.23)
SPONSORED AMERICAN RECEIPT DEPOSITORY	03-16-00	100	64.500	42.563	\$6,450.00	\$4,256.30	(\$2,193.70)
	06-19-00	15	55.125	42.563	\$826.88	\$638.45	(\$188.43)
	07-07-00	20	56.125	42.563	\$1,122.50	\$851.26	(\$271.24)
	08-16-00	10	51.4629	42.563	\$514.63	\$425.63	(\$89.00)
		195			\$12,148.39	\$8,298.79	(\$3,849.60)
CADBURY SCHWEPES P L C	03-17-00	200	25.875	24.063	\$5,175.00	\$4,812.60	(\$362.40)
AMERICAN DEPOSITORY RECEIPT 10 ORDINARY							
CHEUNG KONG HOLDING	08-23-00	300	13.250	12.088	\$3,975.00	\$3,626.40	(\$348.60)
AMERICAN DEPOSITORY RECEIPT	08-01-00	20	13.450	12.088	\$269.00	\$241.76	(\$27.24)
	08-13-00	40	12.500	12.088	\$500.00	\$483.52	(\$16.48)
		360			\$4,744.00	\$4,351.68	(\$392.32)

NT32383C-TX-00394
TF-17381

Retirement Account ★



Client Statement

SIPC

For The Period:

September 1 - September 30, 2000

MR DAVID W BUTLER

Account Number:
BBE-800814-L1

Page 5 of 10

Prudential Securities (incorporated, a subsidiary of The Prudential Insurance Company of America, Newark, New Jersey)

ORIGINAL TRADE DATE	QUANTITY	PRICE OR ADJ COST	CURRENT PRICE	COST OR OTHER BASIS	CURRENT VALUE	UNREALIZED GAIN OR (LOSS)
Equities						
(continued)						
Coca Cola Co Delaware	60	47.750	55.125	\$2,865.00	\$3,307.50	\$442.50
COMPAQ COMPUTER CORP	190	29.500	27.580	\$5,605.00	\$5,240.20	(\$364.80)
	80	29.4375	27.580	\$2,355.00	\$2,206.40	(\$148.60)
	50	28.5625	27.580	\$1,428.13	\$1,379.00	(\$49.13)
DAIMLERCHRYSLER AG ORDINARY SHS	320			\$9,388.13	\$8,825.60	(\$562.53)
	50	64.8125	44.390	\$3,240.63	\$2,218.50	(\$1,021.13)
	10	66.500	44.390	\$665.00	\$443.90	(\$221.10)
	20	53.0625	44.390	\$1,061.25	\$887.80	(\$173.45)
ENI SPA AMERICAN DEPOSITORY RECEIPTS EACH ADR REPRESENTS 10 ORDINARY SHARES	80			\$4,966.88	\$3,551.20	(\$1,415.68)
FANNIE MAE	85	47.875	52.938	\$4,069.38	\$4,499.73	\$430.35
	15	58.375	71.500	\$875.62	\$1,072.50	\$196.88
	55	58.375	71.500	\$3,210.63	\$3,932.50	\$721.87
GILLETTE COMPANY	70			\$4,086.25	\$5,005.00	\$918.75
	100	35.000	30.875	\$3,500.00	\$3,087.50	(\$412.50)
	50	34.875	30.875	\$1,743.75	\$1,543.75	(\$200.00)
	50	33.500	30.875	\$1,675.00	\$1,543.75	(\$131.25)
GLAXO WELLCOME PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	200			\$6,918.75	\$6,175.00	(\$743.75)
	55	57.3125	60.438	\$3,152.19	\$3,324.09	\$171.90
	30	56.625	60.438	\$1,698.75	\$1,813.14	\$114.39
GLOBAL TELESYSTEMS INC	85			\$4,650.94	\$5,137.23	\$486.29
	150	28.000	4.563	\$3,900.00	\$684.45	(\$3,215.55)
	100	23.625	4.563	\$2,362.50	\$456.30	(\$1,906.20)
GRUPO IUSACEL SA DE CV V SPONSORED ADR REP SER V SHS	250			\$6,262.50	\$1,140.75	(\$5,121.75)
	80	20.3125	11.875	\$1,625.00	\$950.00	(\$675.00)
	250	20.250	11.875	\$5,062.50	\$2,968.75	(\$2,093.75)
HSBC HOLDINGS PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	330			\$6,687.50	\$3,918.75	(\$2,768.75)
	30	58.5625	71.400	\$1,756.88	\$2,142.00	\$385.12
	60	58.4375	71.400	\$3,506.25	\$4,284.00	\$777.75
	60	58.625	71.400	\$3,517.50	\$4,284.00	\$766.50
	150			\$8,780.63	\$10,710.00	\$1,929.37

11/23/2000 11:41:38 AM TEL: 973-388-8888



Client Statement

SIPC

Retirement Account ★

For The Period:
September 1 - September 30, 2000 MR DAVID W BUTLER

Account Number:
BBE-800814-L1

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Prudential Securities Incorporated, a subsidiary of The Prudential Insurance Company of America, Newark, New Jersey

Equities

(continued)

	ORIGINAL TRADE DATE	QUANTITY	PRICE OR ADJ COST	CURRENT PRICE	COST OR OTHER BASIS	CURRENT VALUE	UNREALIZED GAIN OR (LOSS)
Imperial Chem Inds PLC ADR NEW							
	03-16-00	170	30.3125	23.188	\$5,153.13	\$3,841.96	(\$1,211.17)
KONINKLIJKE PHILIPS ELECTRONICS N V							
	03-16-00	39	43.9103	42.500	\$1,712.50	\$1,657.50	(\$55.00)
SPONSORED ADR NEW 2000							
	03-16-00	81	44.2772	42.500	\$4,029.22	\$3,867.50	(\$161.72)
MCDONALDS CORP							
	03-16-00	130			\$5,741.72	\$5,525.00	(\$216.72)
	07-13-00	100	34.375	30.188	\$3,437.50	\$3,018.80	(\$418.70)
		20	31.250	30.188	\$625.00	\$603.76	(\$21.24)
NATIONAL AUSTRALIA BANK LTD							
CAPITAL EXCHANGEABLE CONV PFD 7.875%							
BOOK ENTRY ONLY							
	03-17-00	150	24.250	25.313	\$4,062.50	\$3,622.56	(\$439.94)
					\$3,637.50	\$3,796.95	\$159.45
NOVARTIS AG SPONSORED							
AMERICAN DEPOSITORY RECEIPT							
	03-16-00	130	31.875	38.688	\$4,143.75	\$5,029.44	\$885.69
	03-16-00	40	31.625	38.688	\$1,265.00	\$1,547.52	\$282.52
PACIFIC CENTURY CYBERWORKS LTD SPONSORED							
AMERN DEPOSITORY RECEIPT							
	03-16-00	170	25.0569	11.000	\$5,408.75	\$6,576.96	\$1,168.21
	03-16-00	143	25.1136	11.000	\$3,583.13	\$1,573.00	(\$2,010.13)
	06-16-00	297	20.2633	11.000	\$7,458.75	\$3,267.00	(\$4,191.75)
		33			\$668.69	\$363.00	(\$305.69)
		473			\$11,710.57	\$5,203.00	(\$6,507.57)
PANAMERICAN BEVERAGE INC CLASS A							
	03-16-00	40	17.5625	17.000	\$702.50	\$680.00	(\$22.50)
	03-16-00	200	17.750	17.000	\$3,550.00	\$3,400.00	(\$150.00)
	07-03-00	40	15.9682	17.000	\$638.73	\$680.00	\$41.27
SIEMENS A G							
AMERICAN DEPOSITORY RECEIPTS NEW							
	07-17-00	280	171.000	128.613	\$4,891.23	\$4,760.00	(\$131.23)
	07-17-00	10	168.000	128.613	\$1,710.00	\$1,286.13	(\$423.87)
		15			\$2,520.00	\$1,928.20	(\$591.80)
TOKIO MARINE & FIRE INSURANCE LIMITED							
AMERICAN DEPOSITORY RECEIPTS NEW							
	03-30-00	25	51.8086	50.188	\$4,230.00	\$3,215.33	(\$1,014.67)
	04-11-00	50	50.500	50.188	\$2,590.43	\$2,509.40	(\$81.03)
		20			\$1,010.00	\$1,003.76	(\$6.24)
		70			\$3,600.43	\$3,513.16	(\$87.27)
WASHINGTON MUTUAL INC							
	03-17-00	35	25.4375	39.813	\$890.31	\$1,393.48	\$503.15
	03-17-00	100	25.4375	39.813	\$2,543.76	\$3,981.30	\$1,437.54
		135			\$3,434.07	\$5,374.76	\$1,940.69

NT9393CK-TFJ-00388
TFJ-17281

Retirement Account ★



Client Statement

SIPC

For The Period:

September 1 - September 30, 2000

MR DAVID W BUTLER

Account Number:
BBE-800814-L1

Page 8 of 10

Prudential Securities Incorporated, a subsidiary of The Prudential Insurance Company of America, Newark, New Jersey

	DATE	TRANSACTION	QUANTITY	PRICE/COMMENTS	AMOUNT DEBITED	AMOUNT CREDITED
DIV ON 185 CABLE&WIRES SP/ADR	09/11	Dividend		Income		\$105.27
FGN TAX WITHHELD ON 185 CABLE&WIRES SP/ADR	09/11	Debit			\$10.53	
CAT LIQUID ASSETS	09/12	Purchased	95	1.00	\$95.00	
CAT LIQUID ASSETS	09/14	Purchased	1,441	1.00	\$1,441.00	
ENI SPA AMERICAN DEPOSITORY RECEIPTS EACH ADR REPRESENTS 10 ORDINARY SHARES DISCRETION USED	09/14	Sold	-25	57 5/8		\$1,440.63
DIV ON 185 CABLE&WIRES SP/ADR TO REVERSE THE 09/11/00 DISTRIBUTION TO MODIFY TAX REPORTING STATUS	09/14	Dividend		Reversal	\$105.27	
FGN TAX WITHHELD ON 185 CABLE&WIRES SP/ADR TO REVERSE THE 09/11/00 DISTRIBUTION TO MODIFY TAX REPORTING STATUS	09/14	Credit		Reversal		\$10.53
CAT LIQUID ASSETS	09/15	Purchased	1,273	1.00	\$1,273.00	
CAT LIQUID ASSETS	09/15	Sold	-95	1.00	\$95.00	
WASHINGTON MUTUAL INC DISCRETION USED	09/15	Sold	-35	36 3/8		\$1,273.13
DIV ON 185 CABLE&WIRES SP/ADR REPRESENTS CORRECT 09/11/00 DISTRIBUTION	09/15	Dividend		Income		\$93.78
FGN TAX WITHHELD ON 185 CABLE&WIRES SP/ADR REPRESENTS CORRECT 09/11/00 DISTRIBUTION	09/15	Debit			\$9.38	
CAT LIQUID ASSETS	09/18	Sold	-416	1.00	\$416.00	
CHEUNG KONG HOLDING AMERICAN DEPOSITORY RECEIPT PSI MAKES MARKET	09/18	Purchased	40	12 1/2	\$500.00	
DIV ON 160 KONINKLIJKE PHIE EXM TO REVERSE THE 08/14/00 DISTRIBUTION TO MODIFY TAX REPORTING STATUS	09/20	Dividend		Reversal	\$187.00	
FGN TAX WITHHELD ON 160 KONINKLIJKE PHIE EXM TO REVERSE THE 08/14/00 DISTRIBUTION TO MODIFY TAX REPORTING STATUS	09/20	Credit		Reversal		\$28.05
CAT LIQUID ASSETS AS OF 09-20-00	09/21	Sold	-159	1.00		\$159.00
DIV ON 160 KONINKLIJKE PHIE EXM TO PAY CORRECT 08/04/00 DISTRIBUTION	09/21	Dividend		Income		\$187.00
CAT LIQUID ASSETS	09/22	Purchased	187	1.00	\$187.00	

NTB363K-TF-02398
11-17351



Client Statement

SPC

Retirement Account ★

For The Period:

September 1 - September 30, 2000

MR DAVID W BUTLER

Account Number:
BBE-800814-L1

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	DATE	TRANSACTION	QUANTITY	PRICE/COMMENTS	AMOUNT DEBITED	AMOUNT CREDITED
CAT LIQ ASSETS DIV REINV 08/24 - 09/24	09/25	Dividend	18.680	Money Fund		
DIV ON 300 ALLIED IRISH SPO ADR	09/27	Dividend		Income		\$69.42
FGN TAX WITHHELD ON 300 ALLIED IRISH SPO ADR	09/27	Debit			\$15.27	
CAT LIQUID ASSETS	09/28	Purchased	55	1.00	\$55.00	
DIV ON 300 ALLIED IRISH SPO ADR REPRESENTS 9/27/00 DISTRIBUTION	09/28	Dividend		Income		\$69.42
DIV ON 300 ALLIED IRISH SPO ADR REVERSE 09/27/00 DISTRIBUTION	09/28	Dividend		Reversal	\$69.42	
FGN TAX WITHHELD ON 300 ALLIED IRISH SPO ADR	09/28	Credit		Reversal		\$15.27
REVERSE 09/27/00 DISTRIBUTION						
CAT LIQUID ASSETS	09/29	Purchased	15	1.00	\$15.00	
DIV ON 280 PANAMERN BEV INC CLA	09/29	Dividend		Income		\$16.80

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WWW.PRUDENTIALSECURITIES.COM TO WATCH A DEMO OR TO SIGN UP FOR ONLINE ACCOUNT ACCESS. START SIMPLIFYING YOUR LIFE TODAY!

NT333CK-K-TF-003889


Securities Account ★
Client Statement
SIPC

 For The Period:
September 1 - September 30, 2000

 Account Number:
BBE-855988-L1

Page 1 of 9

Prudential Securities Incorporated, a subsidiary of The Prudential Insurance Company of America, Newark, New Jersey

Total Account Value	\$117,373.10	\$109,894.51
Priced Securities Value	\$440.00	\$190.00
Money Market Funds	\$.62	\$17.70
Cash Balance		

Total Net Worth	\$117,813.72	\$110,102.21
------------------------	---------------------	---------------------

This Period Realized Gain (Loss)	\$710.95
March 07 To Date Realized Gain (Loss)	(\$254.15)
Unrealized Gain (Loss) As Of September 30	(\$1,384.40)

Money Fund Dividends	\$2.45	\$113.87
Dividends	\$164.93	\$1,350.75

Total Income	\$167.38	\$1,464.42
---------------------	-----------------	-------------------

Funds Added	\$.00	\$112,000.00
Funds Withdrawn	\$.00	\$.00

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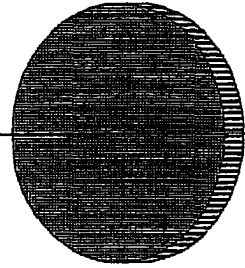
Your Financial Advisor:	RICHARDS & RAY	Phone: 202-861-4400
	1130 CONNECTICUT AVENUE N. W.	
	ELEVENTH FLOOR	
	WASHINGTON DC 20038	
E-mail Address:	sheldon_ray@prusec.com	
	douglas_richards@prusec.com	
Your Branch Manager:	FORREST E. WILLIAMS	

MR DAVID W BUTLER &
 MRS KRISTIN G BUTLER JT TEN
 17370 SKYLINE BLVD
 WOODSIDE CA 94062-3715



Trading authorization has been given to your Financial Advisor

Money Mkt Funds-0.2%



Equities-99.8%

Prudential
Securities

Client Statement

SPC

Securities Account ★

For The Period:
September 1 - September 30, 2000Account Number:
BBE-866988-L1

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MR DAVID W BUTLER &

Portfolio Detail

	SYMBOL	QUANTITY	CURRENT PRICE	CURRENT VALUE	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUALIZED INCOME	CURRENT YIELD	COMMENTS
Equities-99.8% of Portfolio								
ALCATEL SA SPONSORED ADR	ALA	110	62.875 **	\$6,916.25		\$37	.53%	
AMERN DEP RCPT REPSTG 1 ADR SHHS								
ALLIED IRISH PLC SPONSORED	AIB	250	21.875	\$5,488.75		\$186	3.04%	
AMERN DEP RCPT ONE ADR REP 2 ORD SHS								
ALL TEL CORP	AT	50	52.188 **	\$2,609.40		\$84	2.45%	
BARCLAYS PLC AMERICAN DEPOSITORY RECEIPT	BCS	50	110.563	\$5,528.15		\$161	2.91%	
BG PLC AMERICAN DEPOSITORY RECEIPT	BRG	170	32.125	\$5,461.25		\$427	7.82%	
FINAL INSTALLMENT								
CABLE AND WIRELESS PUBLIC LTD CO	CWP	135	42.563 **	\$5,746.01		\$90	1.57%	
SPONSORED AMERICAN RECEIPT DEPOSITORY								
CADBURY SCHWEPPES P L C	CSG	130	24.063 **	\$3,128.19		\$78	2.49%	
AMERICAN DEPOSITORY RECEIPT 10 ORDINARY								
CHEUNG KONG HOLDING	CHEUY	250	12.088	\$3,022.00		\$42	1.39%	
AMERICAN DEPOSITORY RECEIPT								
COCA COLA CO DELAWARE	KO	80	55.125 **	\$4,410.00		\$54	1.22%	
COMPAQ COMPUTER CORP	CPQ	250	27.580 **	\$6,895.00		\$25	.36%	
DAIMLERCHRYSLER AG ORDINARY SHS	DCX	60	44.390 **	\$2,663.40		\$133	4.99%	
ENI SPA AMERICAN DEPOSITORY RECEIPTS	E	60	52.938 **	\$3,176.28		\$74	2.33%	
EACH ADR REPRESENTS 10 ORDINARY SHARES								
FANNIE MAE	FNM	50	71.500 **	\$3,575.00		\$56	1.57%	
GILLETTE COMPANY	G	150	30.875 **	\$4,631.25		\$98	2.12%	
GLAXO WELLCOME PLC	GLX	50	60.438 **	\$3,021.90		\$55	1.82%	
SPONSORED AMERICAN DEPOSITORY RECEIPT								
GRUPO IUSACELL S A DE CV V	CEL	200	11.875	\$2,375.00				
SPONSORED ADR REP SER V SHS								
HSBC HOLDINGS PLC SPONSORED	HBC	110	71.400 **	\$7,854.00		\$205	2.61%	
AMERICAN DEPOSITORY RECEIPT								
IMPERIAL CHEM INDS PLC ADR NEW	ICI	120	23.188 **	\$2,782.56		\$237	8.52%	
KONINKLIJKE PHILIPS ELECTRONICS N V	PHG	97	42.500	\$4,122.50		\$94	2.28%	
SPONSORED ADR NEW 2000								
MCDONALDS CORP	MCD	90	30.188 **	\$2,716.92		\$18	.70%	

NITR0CK-TU-003032
TAL-17M31



Client Statement

SPC

Securities Account ★

Prudential Securities Incorporated, a subsidiary of The Prudential Insurance Company of America, Newark, New Jersey

 Account Number:
 BBE-855988-L1

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For The Period: September 1 - September 30, 2000 MR DAVID W BUTLER &

Portfolio Detail

	SYMBOL	QUANTITY	CURRENT PRICE	CURRENT VALUE	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUALIZED INCOME	CURRENT YIELD	COMMENTS
Equities-89.8% of Portfolio								
(continued)								
NATIONAL AUSTRALIA BANK LTD	NAU	100	25.313	\$2,531.30		\$197	7.78%	
CAPITAL EXCHANGEABLE CONV PFD 7.875% BOOK ENTRY ONLY								
NOVARTIS AG SPONSORED AMERICAN DEPOSITARY RECEIPT	NVS	130	38.688	\$5,028.44		\$53	1.05%	
PACIFIC CENTURY CYBERWORKS LTD SPONSORED AMERN DEPOSITARY RECEIPT	PCW	341	11.000	\$3,751.00				
PANAMERICAN BEVERAGE INC CLASS A	PB	280	17.000 **	\$4,760.00		\$67	1.41%	
SIEMENS A G AMERICAN DEPOSITORY RECEIPTS NEW	SMWY	15	128.613	\$1,929.20		\$10	.52%	
TOKIO MARINE & FIRE INSURANCE LIMITED AMERICAN DEPOSITORY RECEIPTS NEW	TKOY	40	50.188	\$2,007.52		\$14	.70%	
WASHINGTON MUTUAL INC	WM	95	39.813 **	\$3,782.24		\$110	2.91%	
TOTAL PRICED SECURITIES VALUE				\$108,894.51		\$2,568		
Money Market Funds-.2% of Portfolio								
COMMAND MONEY FUND		190	1.000	\$190.00		\$12	6.19%	7-Day Yield
TOTAL MONEY MARKET FUNDS				\$190.00		\$12		

Important Information About Your Account (10-5-00)

This section presents estimated unrealized gains or losses for your information only, and should not be used for tax purposes. We suggest you review it for accuracy and contact your Financial Advisor with any questions before making any investment decisions. In instances where a gain (loss) has not been calculated, section and summary totals may not reflect a comprehensive view of your complete portfolio.

NTEBCK-TF-003828



Client Statement

SIPC

Securities Account ★

For The Period: September 1 - September 30, 2000 MR DAVID W BUTLER &

Prudential Securities Incorporated, a subsidiary of The Prudential Insurance Company of America, Newark, New Jersey
Account Number:
BBE-855988-L1

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Unrealized Gains (Losses)							
	ORIGINAL TRADE DATE	QUANTITY	PRICE OR ADJ COST	CURRENT PRICE	COST OR OTHER BASIS	CURRENT VALUE	UNREALIZED GAIN OR (LOSS)
Equities							
ALCATEL SA SPONSORED ADR AMERN DEP RCPT REPSTG 1 ADR SHHS	03-09-00	82	47.750	62.875	\$3,915.50	\$5,158.75	\$1,240.25
	04-04-00	20	38.125	62.875	\$762.50	\$1,257.50	\$495.00
	05-03-00	8	44.3888	62.875	\$354.95	\$503.00	\$148.05
		110			\$5,032.95	\$6,918.25	\$1,885.30
ALLIED IRISH PLC SPONSORED AMERN DEP RCPT ONE ADR REP 2 ORD SHS	03-09-00	170	16.375	21.875	\$2,783.75	\$3,718.75	\$935.00
	03-10-00	80	16.375	21.875	\$1,310.00	\$1,750.00	\$440.00
ALL TEL CORP		250			\$4,093.75	\$5,468.75	\$1,375.00
	07-25-00	20	61.7825	52.188	\$1,235.65	\$1,043.76	(\$191.89)
	07-27-00	15	61.3115	52.188	\$919.67	\$782.82	(\$136.85)
	08-16-00	15	56.9375	52.188	\$854.06	\$782.82	(\$71.24)
		50			\$3,009.38	\$2,609.40	(\$399.98)
BARCLAYS PLC AMERICAN DEPOSITORY RECEIPT	03-09-00	40	96.000	110.563	\$3,840.00	\$4,422.52	\$582.52
	03-10-00	10	96.000	110.563	\$960.00	\$1,105.63	\$145.63
BG PLC AMERICAN DEPOSITORY RECEIPT FINAL INSTALLMENT		50			\$4,800.00	\$5,528.15	\$728.15
	03-09-00	130	26.250	32.125	\$3,412.50	\$4,176.25	\$763.75
	03-10-00	40	25.500	32.125	\$1,020.00	\$1,285.00	\$265.00
CABLE AND WIRELESS PUBLIC LTD CO SPONSORED AMERICAN RECEIPT DEPOSITORY		170			\$4,432.50	\$5,461.25	\$1,028.75
	03-13-00	80	69.750	42.563	\$5,580.00	\$3,405.04	(\$2,174.96)
	04-04-00	10	48.625	42.563	\$486.25	\$425.63	(\$60.62)
	06-08-00	30	51.750	42.563	\$1,552.50	\$1,276.89	(\$275.61)
	07-07-00	10	56.125	42.563	\$561.25	\$425.63	(\$135.62)
	08-16-00	5	51.4628	42.563	\$257.31	\$212.82	(\$44.49)
CADBURY SCHWEPPES P L C AMERICAN DEPOSITORY RECEIPT 10 ORDINARY		135			\$8,437.31	\$5,746.01	(\$2,691.30)
	03-09-00	100	24.125	24.063	\$2,412.50	\$2,406.30	(\$6.20)
	03-10-00	30	22.6875	24.063	\$680.63	\$721.89	\$41.26
CHEUNG KONG HOLDING AMERICAN DEPOSITORY RECEIPT		130			\$3,093.13	\$3,128.19	\$35.06
	09-13-00	250	12.500	12.088	\$3,125.00	\$3,022.00	(\$103.00)
COCA COLA CO DELAWARE							
	03-09-00	50	46.1875	55.125	\$2,309.38	\$2,756.25	\$446.87
	03-10-00	30	45.0625	55.125	\$1,351.88	\$1,653.75	\$301.87
COMPAQ COMPUTER CORP		80			\$3,661.26	\$4,410.00	\$748.74
	03-09-00	200	26.1875	27.580	\$5,237.50	\$5,516.00	\$278.50
	03-10-00	50	28.6875	27.580	\$1,434.38	\$1,379.00	(\$55.38)

NT3283CK-TF4-003084
TF4-17381



Client Statement

SPC

Securities Account ★

Prudential Securities Incorporated, a subsidiary of The Prudential Insurance Company of America, Newark, New Jersey

For The Period:
September 1 - September 30, 2000

MR DAVID W BUTLER &

Account Number:
BBE-856988-L1

Page 5 of 9

Unrealized Gain (Loss)

Equities

(continued)

	ORIGINAL TRADE DATE	QUANTITY	PRICE OR ADJ COST	CURRENT PRICE	COST OR OTHER BASIS	CURRENT VALUE	UNREALIZED GAIN OR (LOSS)
DAIMLERCHRYSLER AG ORDINARY SHS	03-09-00 03-10-00	250 40 20	61.750 60.9375	44.390 44.390	\$6,671.88 \$2,470.00 \$1,218.75	\$6,895.00 \$1,775.60 \$887.80	\$223.12 (\$894.40) (\$330.95)
ENI SPA AMERICAN DEPOSITORY RECEIPTS EACH ADR REPRESENTS 10 ORDINARY SHARES	03-09-00 03-10-00	60 35 25	49.3125 48.500	52.938 52.938	\$3,688.75 \$1,725.94 \$1,212.50	\$2,863.40 \$1,852.89 \$1,323.45	(\$1,025.35) \$128.89 \$110.95
FANNIE MAE	03-09-00 03-09-00	60 10 40	49.375 49.375	71.500 71.500	\$2,938.44 \$493.75 \$1,975.00	\$3,176.28 \$715.00 \$2,860.00	\$237.84 \$221.25 \$885.00
GILLETTE COMPANY	03-09-00 03-10-00	50 90 60	30.1875 28.5625	30.875 30.875	\$2,468.75 \$2,716.88 \$1,773.75	\$3,575.00 \$2,778.75 \$1,852.50	\$1,106.25 \$61.87 \$78.75
GLAXO WELLCOME PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	04-06-00	50	68.3125	60.438	\$4,490.63 \$2,915.63	\$4,631.25 \$3,021.90	\$140.62 \$106.27
GRUPO IUSACELL S A DE CV V SPONSORED ADR REP SER V SHS	03-09-00 03-10-00	100 100	21.000 21.750	11.875 11.875	\$2,100.00 \$2,175.00	\$1,187.50 \$1,187.50	(\$912.50) (\$987.50)
HSBC HOLDINGS PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	03-09-00 03-10-00	200 100 10	56.125 56.500	71.400 71.400	\$4,275.00 \$5,612.50 \$565.00	\$2,375.00 \$7,140.00 \$714.00	(\$1,900.00) \$1,527.50 \$149.00
IMPERIAL CHEM INDS PLC ADR NEW	03-09-00 03-10-00	110 100 20	28.3125 27.375	23.188 23.188	\$6,177.50 \$2,631.25 \$547.50	\$7,854.00 \$2,318.80 \$463.76	\$1,676.50 (\$512.45) (\$83.74)
KONINKLIJKE PHILIPS ELECTRONICS N V SPONSORED ADR NEW 2000	03-09-00 03-13-00 03-31-00	120 38 39 20	50.0987 47.3559 42.500	42.500 42.500 42.500	\$3,378.75 \$1,903.75 \$1,846.88 \$850.00	\$2,782.56 \$1,615.00 \$1,657.50 \$850.00	(\$596.19) (\$288.75) (\$189.38) \$0.00
MCDONALDS CORP	03-09-00	97 70	30.500	30.188	\$4,600.63 \$2,135.00	\$4,122.50 \$2,113.16	(\$478.13) (\$21.84)

NT333333-11-00303



Client Statement

SIPC

Securities Account ★

Prudential Securities Incorporated, a subsidiary of The Prudential Insurance Company of America, Newark, New Jersey

 For The Period:
 September 1 - September 30, 2000 MR DAVID W BUTLER &

 Account Number:
 BBE-855988-L1

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Unrealized Gains (Losses)

Equities	ORIGINAL TRADE DATE	QUANTITY	PRICE OR ADJ COST	CURRENT PRICE	COST OR OTHER BASIS	CURRENT VALUE	UNREALIZED GAIN OR (LOSS)
(continued)							
	03-10-00	20	32.0625	30.188	\$641.25	\$603.76	(\$37.49)
		90			\$2,776.25	\$2,716.92	(\$59.33)
NATIONAL AUSTRALIA BANK LTD	03-16-00	50	24.471	25.313	\$1,223.55	\$1,265.65	\$42.10
CAPITAL EXCHANGEABLE CONV PFD 7.875% BOOK ENTRY ONLY	03-21-00	50	24.3855	25.313	\$1,219.28	\$1,265.65	\$46.37
		100			\$2,442.83	\$2,531.30	\$88.47
NOVARTIS AG SPONSORED	03-09-00	100	30.500	38.688	\$3,050.00	\$3,868.80	\$818.80
AMERICAN DEPOSITORY RECEIPT	03-10-00	30	30.875	38.688	\$926.25	\$1,160.64	\$234.39
		130			\$3,976.25	\$5,028.44	\$1,053.19
PACIFIC CENTURY CYBERWORKS LTD SPONSORED	03-09-00	220	28.6364	11.000	\$6,300.00	\$2,420.00	(\$3,880.00)
AMERN DEPOSITORY RECEIPT	03-10-00	55	27.6138	11.000	\$1,518.75	\$605.00	(\$913.75)
	03-13-00	66	25.6818	11.000	\$1,695.00	\$726.00	(\$969.00)
		341			\$9,513.75	\$3,751.00	(\$5,762.75)
PANAMERICAN BEVERAGE INC CLASS A	03-09-00	180	16.250	17.000	\$2,925.00	\$3,060.00	\$135.00
	03-10-00	100	16.5625	17.000	\$1,656.25	\$1,700.00	\$43.75
		280			\$4,581.25	\$4,760.00	\$178.75
SIEMENS A G	07-17-00	10	169.500	128.613	\$1,695.00	\$1,286.13	(\$408.87)
AMERICAN DEPOSITORY RECEIPTS NEW	07-17-00	5	168.000	128.613	\$640.00	\$643.07	(\$196.93)
		15			\$2,535.00	\$1,929.20	(\$605.80)
TOKIO MARINE & FIRE INSURANCE LIMITED	03-30-00	40	51.8086	50.188	\$2,072.34	\$2,007.52	(\$64.82)
AMERICAN DEPOSITORY RECEIPTS NEW							
WASHINGTON MUTUAL INC	03-09-00	25	22.000	39.813	\$550.00	\$995.33	\$445.33
	03-09-00	70	22.000	39.813	\$1,540.00	\$2,788.91	\$1,248.91
		95			\$2,090.00	\$3,782.24	\$1,692.24
Total		3,453			\$111,278.91	\$109,894.51	(\$1,384.40)
TOTAL UNREALIZED GAINS (LOSSES)						\$109,894.51	(\$1,384.40)

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 TFJ-17/91

Prudential
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Client Statement

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Securities Account ★

For The Period: September 1 - September 30, 2000 MR DAVID W BUTLER &

Prudential Securities Incorporated, a subsidiary of The Prudential Insurance Company of America, Newark, New Jersey

Account Number:
BBE-866988-L1

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Important Message About Your Realized Gains (Losses)

This section presents estimated realized gains or losses for your information only, and should not be used for tax purposes. To calculate gains or losses, the oldest position has been liquidated first unless you specified otherwise (a "versus purchase" order). We suggest you review it for accuracy and contact your Financial Advisor with any questions before making any investment decisions. In instances where a gain (loss) has not been calculated, section and summary totals may not reflect a comprehensive view of your complete portfolio.

Realized Gains (Losses)

	ORIGINAL TRADE DATE	CLOSING TRADE DATE	QUANTITY	PRICE OR ADJ COST	CLOSING PRICE	COST OR OTHER BASIS	PROCEEDS	REALIZED GAIN OR (LOSS)
ENI SPA AMERICAN DEPOSITORY RECEIPTS EACH ADR REPRESENTS 10 ORDINARY SHARES	03-09-00	09-11-00	25	49.3125	57.825	\$1,232.81	\$1,440.63	\$207.82
WASHINGTON MUTUAL INC	03-09-00	09-12-00	35	22.000	36.375	\$770.00	\$1,273.13	\$503.13
TOTAL REALIZED GAINS (LOSSES)								\$710.95

Account Activity

	DATE	TRANSACTION	QUANTITY	PRICE/COMMENTS	AMOUNT DEBITED	AMOUNT CREDITED
DIV ON 150 GILLETTE CO	09/05	Dividend		Income		\$24.38
COMMAND MONEY FUND	09/06	Purchased	25	1.00	\$25.00	
DIV ON 130 CABLE&WIRES SP/ADR	09/11	Dividend		Income		\$73.98
FGN TAX WITHHELD ON CABLE&WIRES SP/ADR	09/11	Debit			\$7.40	
COMMAND MONEY FUND	09/12	Purchased	66	1.00	\$66.00	
COMMAND MONEY FUND	09/14	Purchased	1,441	1.00	\$1,441.00	
ENI SPA AMERICAN DEPOSITORY RECEIPTS EACH ADR REPRESENTS 10 ORDINARY SHARES NEG RATE 00.00000 DISCRETION USED.	09/14	Sold	-25	57 5/8		\$1,440.63
DIV ON 130 CABLE&WIRES SP/ADR TO REVERSE THE 09/11/00 DISTRIBUTION TO MODIFY TAX REPORTING STATUS	09/14	Dividend		Reversal	\$73.98	
FGN TAX WITHHELD ON CABLE&WIRES SP/ADR TO REVERSE THE 09/11/00 DISTRIBUTION TO MODIFY TAX REPORTING STATUS	09/14	Credit		Reversal		\$7.40
COMMAND MONEY FUND	09/15	Purchased	1,206	1.00	\$1,206.00	
WASHINGTON MUTUAL INC NEG RATE 00.00000 DISCRETION USED	09/15	Sold	-35	36 3/8		\$1,273.13
DIV ON 130 CABLE&WIRES SP/ADR	09/15	Dividend		Income		\$65.90

NT323BCK-TFJ-003807



Client Statement

SIPC

Securities Account ★

For The Period: September 1 - September 30, 2000 MR DAVID W BUTLER &

Prudential Securities Incorporated, a subsidiary of The Prudential Insurance Company of America, Newark, New Jersey

Account Number:
BBE-866988-L1

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Account Activity

	DATE	TRANSACTION	QUANTITY	PRICE/COMMENTS	AMOUNT DEBITED	AMOUNT CREDITED
REPRESENTS CORRECT 09/11/00 DISTRIBUTION						
FGN TAX WITHHELD ON	09/15	Debit			\$6.59	
CABLE&WIRES SP/ADR						
REPRESENTS CORRECT 09/11/00 DISTRIBUTION						
CHEUNG KONG HOLDING	09/18	Purchased	250	12 1/2	\$3,125.00	
AMERICAN DEPOSITORY RECEIPT						
PSI MAKES MARKET NEG RATE 00.000000						
COMMAND MONEY FUND						
DIV ON 100 KONINKLIJKE PH/E EXM	09/18	Sold	-3.065	1.00		\$3,065.00
TO REVERSE THE 08/14/00 DISTRIBUTION				Reversal	\$116.88	
TO MODIFY TAX REPORTING STATUS						
FGN TAX WITHHELD ON	09/20	Credit				\$17.53
KONINKLIJKE PH/E EXM						
TO REVERSE THE 08/14/00 DISTRIBUTION						
TO MODIFY TAX REPORTING STATUS						
COMMAND MONEY FUND						
AS OF 09/20/00	09/21	Sold	-100	1.00		\$100.00
DIV ON 100 KONINKLIJKE PH/E EXM	09/21	Dividend		Income		\$116.88
TO PAY CORRECT 08/04/00 DISTRIBUTION						
COMMAND MONEY FUND						
COMMAND MONEY FND DIV REINV 08/28-09/25	09/22	Purchased	117	1.00	\$117.00	
COMMAND MONEY FUND				Money Fund		\$45
DIV ON 250 ALLIED IRISH SPO ADR	09/26	Purchased	2	1.00	\$1.00	
FGN TAX WITHHELD ON	09/27	Dividend	1	Income		\$57.85
ALLIED IRISH SPO ADR	09/27	Debit			\$12.73	
COMMAND MONEY FUND						
DIV ON 250 ALLIED IRISH SPO ADR	09/28	Purchased	45	1.00	\$45.00	
REPRESENTS 9/27/00 DISTRIBUTION	09/28	Dividend		Income		\$57.85
REVERSE 09/27/00 DISTRIBUTION	09/28	Dividend		Reversal	\$57.85	
FGN TAX WITHHELD ON	09/28	Credit				\$12.73
ALLIED IRISH SPO ADR				Reversal		
REVERSE 09/27/00 DISTRIBUTION						
COMMAND MONEY FUND						
DIV ON 280 PANAMERN BEV INC CLA	09/29	Purchased	12	1.00	\$12.00	
	09/29	Dividend		Income		\$16.80

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Prudential
Securities

Client Statement

SIPC

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BBE-855988

Prudential Securities Incorporated, a subsidiary of
The Prudential Insurance Company of America,
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Total Account Net Worth: Represents the net value of the account at the close of the statement period, except where otherwise indicated. Unpledged securities will not be reflected in this net value. Available for Checkwriting, Visa® and Loans reflects the approximate amount available as of the period ending date and should be reduced by any pending checks and Visa charges not yet cleared. For other Margin Accounts, this is the approximate amount available for withdrawal and loans. A margin loan is a variable rate loan secured by your account.

Gain (Loss) Summary (COMMAND only): Reflects realized gains (losses) from purchases, sales or other dispositions of securities transactions for the statement period and year to date. Also reflected are estimated unrealized gains (losses) on securities held as of the close of the statement period.

Income & Distributions: Reflects the total of dividends, interest, partnership distributions and other income credited to your account during this statement period as well as year to date. Return of Principal information appears separately and is not included as part of your total income. The schedule K-1 showing the taxpayer's share of the net income or loss will be provided directly from the partnership to the investor.

Cash Activity Highlights: Displays Funds Added and Funds Withdrawn for the current statement period and year to date. Includes and Federal Funds wires, Automated Clearing House (ACH) funds and Journal entries between separate accounts. All Margin Accounts reflect any margin interest charged to your account during this period and year to date. Interest charges appear in a separate section for non-COMMAND and BusinessEdge Accounts.

Asset Composition (COMMAND only): Reflects the percentage breakdown of priced "long" positions displayed within the Portfolio Detail section. This pie chart does not display short positions, unpriced positions and cash credits (debits).

Tax Information: (Retirement Accounts only) reflects the tax reportable contributions received for the current and prior IRS reportable years, as well as distributions for the current calendar year.

Portfolio Detail: Reflects all securities holdings and other investments in your account. Unless otherwise specified, all securities are "long." Prices in the Portfolio Detail are obtained from various quotation services which we believe to be reliable, but we cannot guarantee their accuracy. These prices are based on the closing prices for "exchange-listed" securities or are generally the "bid price" for unlisted securities at month end. Unlisted preferred securities are priced via evaluation models and valuation risk factors. They do not necessarily represent the prices at which those securities could have been bought or sold. Certain inactive traded securities are not priced and are not included in the Priced Securities Value total. Markets for some fixed income and preferred securities may not be liquid, and prices may be approximations of estimates. Prices may be based on recent transactions or bids, if available; independent quotation services that use computerized valuation formulas to calculate prices based on institutional quantities, or estimates. Neither prices nor approximations represent quotations by the Firm and prices for retail quantities of some fixed income securities, including but not limited to mortgage-backed securities, are likely to be different than institutional prices. All fixed income securities may be callable, if the security is called it may affect the yield you receive. Certain Unit Investment Trusts, those that are marginable are generally sponsored by repurchase trusts. Those not marginable are generally valued at the public offering price. Yields on priced Unit Investment Trusts exclude accrued interest. The prices of managed futures

funds have been estimated; actual values are provided to investors in a separate monthly financial update.

Estimated Accrued Interest: Is the estimated amount that would be received upon a sale. In most cases, it is calculated from the date of the last coupon payment (or dated date) up through the closing date of this statement. Estimated Accrued Interest is based upon the dividend or interest expected to be received annually. Current Yield is derived by dividing Estimated Annualized Income by the Current Value of the security. Mutual fund distributions shown as income and Yield are based upon historical distributions over the preceding 12 month period and are designed to exclude capital gains or losses. Gains and losses on currency transactions and may represent a return of capital. Past performance is not indicative of future results.

Margin: This information is not intended to protect or predict future distributions. Its information was obtained from outside services believed to be reliable, but no independent verification has been made. For money market funds, the Current Yield refers to a simple annualized yield for an identified seven calendar day period. Yield and share prices will fluctuate from time to time and are not necessarily representative of future income dividends. Portfolio Detail for COMMAND BusinessEdge Accounts displays securities grouped alphabetically within each asset category, with fixed income securities shown in maturity sequence (unless you have opted for an alphabetical display). Stock symbols are displayed for most listed assets type (e.g., stocks and bonds) and are shown in alphabetical order with the appropriate quantity of shares or principal amount of bonds.

The following notes may appear on your statement:
E Specifies that the price shown has been estimated, as derived from a pricing matrix. Actual Bid may be significantly different. For a current quotation, call your Financial Advisor.
M Indicates securities held in a margin account.

Realized and Unrealized Gains (Losses) (COMMAND only): Sections display securities by individual lot. Realized gains (losses) are reflected on a trade date basis for transactions selling during the current period or the period in which the shares were received, if later. Estimated unrealized gains (losses) are displayed for most securities currently held. The cost basis used in determining gains (losses) does not reflect wash sales and may not reflect certain capital adjustments. Most exchanges reflected on this statement are treated as non-taxable, unless of unit other information has been communicated to us. Cost basis of preferred securities with original issue discount ("OID") is not adjusted for the accretion of OID. For most long positions transferred between beneficial owners, the transferor's cost basis will be retained. For shares acquired from a decedent, you should consult your tax advisor to determine the appropriate valuations and holding period that applies. Although the cost basis shown may have been adjusted, your cost basis may require additional adjustments. Note: we do not represent the calculations of realized and unrealized gains (losses) as an official tax accounting of such figures. For tax purposes, you should rely on your own records and the Prudential Securities Consolidated Statement (Form 1099). For more complete details, please refer to **How to Read Your COMMAND Statement**.

Account Activity: Reflects all settled transactions in your account in chronological sequence during the statement period. COMMAND BusinessEdge Accounts activity is categorized and displayed by the type of activity (unless you have opted for a chronological display). In the Dividend Reinvestment section, fractional shares in Closed End Funds and Equity Securities are book entry only and cannot be transferred or delivered. Prudential Securities is a member of Securities Investor Protection Corporation (SIPC), which protects securities in your account up to

\$500,000 (including up to \$100,000 for cash). In the unlikely event of a SIPC liquidation, in addition, Prudential Securities maintains a "Net Equity" Excess SIPC program, which provides coverage to our clients for the total amount of their cash and fully paid-for securities. This coverage does not protect your account from losses that result from fluctuations in the market value of your investments. FDIC rules require that you be informed that Prudential Securities is not a bank and that securities offered through Prudential Securities are not backed or guaranteed by any bank or insured by the FDIC unless otherwise expressly indicated. Insured income protected up to \$100,000 per beneficiary insurance. Certificate of Deposit balances and interest are protected up to \$100,000 per beneficiary insurance.

Federal deposit insurance: If you are a margin account, this is a combined statement of your Margin Account and Special Memorandum Account maintained for you under Section 220.6 of Regulation T issued by the Board of Governors of the Federal Reserve System. The permanent record of the Special Memorandum Account as required by Regulation T is available for your inspection at your request.

Any free credit balance, while properly accounted for on our books or records, is not segregated from other cash balances held by this corporation (with the exception of regulated businesses, your face credit) and may be used in the normal conduct of business. Your face credit balance is payable to you upon written notification to Prudential Securities.

Our interest period runs from the third Friday of the last month to the third Thursday of the current month. Interest is calculated daily based on the net daily debit balance which includes any credit and debit balances in your cash, escrow and margin accounts. During the interest period, the interest charge is interest and a fraction of the net daily debit balance. The number of days the debit exists and the numerator of which is three hundred sixty (360). This statement will show the average net daily debit balance and the interest rate used to arrive at the amount of interest charged. Interest is charged in accordance with the interest computation schedule previously provided to you pursuant to Rule 10c-16 of the Securities Exchange Act of 1934.

Interest is charged on the daily debit balance in your account and such interest charges, if not paid, will be added to the debit balance in your account for the next period.

A Basic Securities Account Fee of \$50 is debited annually to most non-COMMAND Accounts. Accounts within a COMMAND Plus household, and packaged households exceeding \$500,000 in long market value of \$100,000 in commissions over the previous 12 months are not subject to this fee. (International, Retirement, and BusinessEdge Accounts are also exempt.) If account statements and other correspondence mailed to you are located by the Postal Service as undeliverable and we are unable to locate you through reasonable efforts, a safekeeping fee of \$25 per quarter is charged.

Information regarding all charges in your account will be made available to you upon request. A financial statement of Prudential Securities Incorporated will be mailed to you upon request. Further information with respect to commissions and other charges related to the execution of listed option transactions has been included in the confirmations of such transactions previously furnished to you, and such information will be made available to you promptly upon request of your branch office.

This statement is an official record of your account. All account statements sent to you shall be considered binding upon you if not received within ten days. If you have any questions concerning the accuracy of this information, please contact your Financial Advisor or local branch manager immediately. All checks are to be made payable to Prudential Securities Incorporated. Please advise your Financial Advisor of any material change in your investment objectives or financial condition. Also, please notify your Financial Advisor of any change of address. We will mail you a confirmation that the change(s) has been made. For comments or questions regarding service-related issues, please call your Financial Advisor or Client Relations at our toll-free number, 1-888-774-1774.

(Revised 05-2000)

Prudential
Securities

Client Statement

SPC

COMMAND ACCOUNT ★

**For The Period:
September 1 - September 30, 2000**

Account Number:
TFJ-179313-A9

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Prudential Securities Incorporated, a subsidiary of The Prudential Insurance Company of America, Newark, New Jersey

Money Market Funds	Cash Balance
10/1/00	10/1/00
10/1/01	10/1/01
10/1/02	10/1/02
10/1/03	10/1/03
10/1/04	10/1/04
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\$33,285.00
\$.98

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FORREST E. WILLIAMS

Your Financial Advisor:

E-mail Address:
Your Branch Manager:

Total Net Worth	\$33,295.98	\$21,088.94
Available For Checkwriting, Visa And Loans		\$19,593.94

Gain (Loss) Summary

Year To Date Realized Gain (Loss)
\$187,250.17

Money Fund Dividends	\$137.84	\$2,283.40
----------------------	----------	------------

Total Income	\$137.84	\$2,283.40
--------------	----------	------------

Operating Cash And Fund Balance	\$33,285.98	
Income & Distributions In Cash	\$137.84	\$2,283.40
Net Securities Bought/Sold	\$0.00	\$216,849.01
Funds Withdrawn	\$0.00	(\$112,000.00)
Visa Card Activity	(\$5,576.46)	(\$34,948.95)
Checking & Billpay	(\$8,768.42)	(\$55,409.43)
Margin Interest Charged	\$0.00	(\$7.72)
Closing Cash And Fund Balance	\$21,088.94	

Money Mkt Funds-100%



Client Statement

SIPC

COMMAND Account ★

Prudential Securities Incorporated, a subsidiary of The Prudential Insurance Company of America, Newark, New Jersey

For The Period:

September 1 - September 30, 2000

MR DAVID W BUTLER &

Account Number:
TFJ-179313-A9

Page 2 of 4

Portfolio Detail

	SYMBOL	QUANTITY	CURRENT PRICE	CURRENT VALUE	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUALIZED INCOME	CURRENT YIELD	COMMENTS
Money Market Funds-100.0% of Portfolio								
COMMAND MONEY FUND		21,088	1.000	\$21,088.00		\$1,305	6.19%	7-Day Yield
TOTAL MONEY MARKET FUNDS				\$21,088.00		\$1,305		

ACCESSIBILITY

	DATE	TRANSACTION	QUANTITY	PRICE/COMMENTS	AMOUNT DEBITED	AMOUNT CREDITED
Income and Distributions						
COMMAND MONEY FND DIV REINV	08/28-09/25	Money Fund Dividend		For Reinvestment		\$137.84

Miscellaneous

VISA PURCHASES FOR SEPTEMBER	09/25	VISA			\$5,087.41	
VISA PURCHASES FOR SEPTEMBER	09/25	VISA				\$508.05

VISA Card Activity

TRANSACTION DATE	DATE PAID	DESCRIPTION	AMOUNT	ENTRY	REFERENCE NUMBER
VISA Card-Purchases					
08/30/00	09/25/00	HAWTHORNE LANE	\$1,360.41	Merchant Charge	24492790244118000100302
09/31/00	09/25/00	IL FORNAIO #3018	\$76.82	Merchant Charge	24493980245206005190116
09/02/00	09/25/00	BUPA INTERNATIONAL	\$508.05	Merchant Charge	74532140250908051052964
09/09/00	09/25/00	HAWTHORNE LANE	\$302.69	Merchant Charge	24492790254118000100188
09/12/00	09/25/00	MORTON'S OF CHICAGO	\$852.54	Merchant Charge	24625920256462235060115
09/14/00	09/25/00	CLUB MED SALES	\$2,374.95	Merchant Charge	24266570259757000001671
8 VISA purchase items were processed, totaling:			\$5,576.46		

For your protection, you must notify us within 60 days regarding incorrect VISA charges. Call 1-800-774-2878.

TFJ-179313-A9



Client Statement

SIPC

COMMAND Account ★

For The Period:

September 1 - September 30, 2000

MR DAVID W BUTLER &

Prudential Securities Incorporated, a subsidiary of The Prudential Insurance Company of America, Newark, New Jersey

Account Number:
TFJ-179313-AA9

Page 3 of 4

Checks Payable

DATE WRITTEN	DATE PAID	CHECK #	PAYEE	EXPENSE CODE	AMOUNT DEBITED	AMOUNT CREDITED	REFERENCE NUMBER
08/29/00	09/01/00	0187	WASHINGTON MUTUAL		\$2,904.62		00170090115007779100000
08/29/00	09/01/00	0188	BREUNERS FURNITURE		\$712.41		00172090115008788600000
09/01/00	09/07/00	0189	CITIBANK		\$3,151.39		04778090712045598600000
AS OF September 30, 3 CHECKS WERE PROCESSED, TOTALING:					\$6,768.42		

To update expense code categories, call COMMAND at 1-800-774-2878.

Money Fund Purchases & Redemptions

	DATE	TRANSACTION	QUANTITY	PRICE/COMMENTS	AMOUNT DEBITED	AMOUNT CREDITED
COMMAND MONEY FUND AS OF 09/01/00	09/05	Sold	-3.617	1.00		\$3,617.00
COMMAND MONEY FUND AS OF 09/07/00	09/08	Sold	-3.151	1.00		\$3,151.00
COMMAND MONEY FND DIV REINV	08/28-09/25	Purchased	137	1.00	\$137.00	
COMMAND MONEY FUND	09/25	Sold	-5.576	1.00		\$5,576.00

SIMPLIFY YOUR LIFE-GO ONLINE! USE OUR ONLINE ACCOUNT ACCESS TO MANAGE YOUR FINANCES ANY TIME NIGHT OR DAY VIA THE INTERNET. VISIT
WWW.PRUDENTIALSECURITIES.COM TO WATCH A DEMO OR TO SIGN UP FOR ONLINE ACCOUNT ACCESS. START SIMPLIFYING YOUR LIFE TODAY!

NT938CK-TFJ-003912

December 2001

Account Number TF 14557 66 Page 2 of 5
 Your Financial Advisor
 LLOYD STARR (800) 649-7786
 561-824-8400/800-843-5451

UBS PaineWebberSM Resource Management Account[®]

EZ1G039568-X136
 4932171 - 000007

Earnings summary

Earnings below are classified as taxable or non-taxable based on the tax status for the specific security on which the earnings are received and does not attempt to reflect your account's tax status or reporting requirements. Use only official tax reporting documents (e.g., 1099) for tax reporting purposes. The classification of private investment distributions can only be determined by referring to the official year-end tax reporting document provided by the issuer.

	Current period	Year-to-date
Taxable		
UBS PaineWebber Money fund dividends	\$.00	\$ 498.97
Total taxable security earnings	\$.00	\$ 498.97
Non-taxable		
Dividends/Interest	\$ 204.20	\$ 1,408.89
Total non-taxable security earnings	\$ 204.20	\$ 1,408.89
Total current year security earnings	\$ 204.20	\$ 1,908.86
Prior year(s) adjustments	.00	37.36
Net security earnings	\$ 204.20	\$ 1,947.22

Investment objectives

The following return objective and risk profile describe overall goals for this account. For each account held, you choose one return objective and primary risk profile, secondary risk profile. A full description of the alternatives is included on the back of the first page. If you have questions regarding these objectives or wish to change them, please contact your Financial Advisor or Branch Manager at your branch office to update your account objectives.

Return objectives: Current income & capital appreciation
Risk profile: Primary: Aggressive/Speculative
 Secondary: Moderate

Asset portfolio

When available, prices, income and current values may be approximately reflected. Refer to the disclosure on the back of the first page. An asterisk (*) indicates a change in the original transaction date from the prior month or the display of new data input at your branch office. Gains/losses are not calculated for zero coupon investments. *Pending adjustment* or *P/A* indicates cost basis has not yet been allocated as a result of a spin-off or taxable exchange.

Equities

Other equity investments

Cost basis and gains/losses have not been adjusted automatically for return of capital payments. Restricted security values are estimated for informational purposes. Refer to the disclosure on the back of the first page for details.

Total shares	Description	Price	Current value	Est. annual income	Trade date	Shares purchased	Purchase price	Cost basis	Unrealized Gain/Loss
	PW ASPEN FUND LLC	1.000	51,636.00		12/30/99				3,324
	AS OF NOVEMBER 30, 2001								
	UBS PW TECHNOLOGY LP		275,170.00		10/29/99				170
	AS OF NOVEMBER 30, 2001								
Total			\$ 326,806.00					325,000	1,808

Money funds

Description	Opening balance	Closing balance	Closing share price	Average yield	Dividend period	Days in period
RMA CAL MONEY FD	373,153.51	294,003.05	1.00	0.76%	11/23 - 12/19	27
Total	\$ 373,153.51	\$ 294,003.05				

December 01/ TF 14557 66

A7

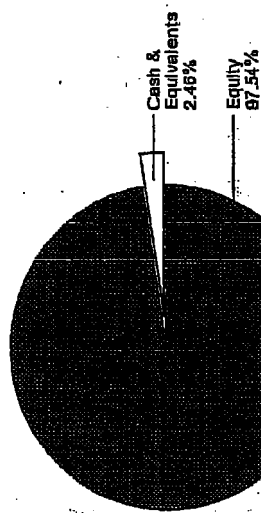
DAVID BUTLER &
SJ-34861-LS

PORTFOLIO SUMMARY*

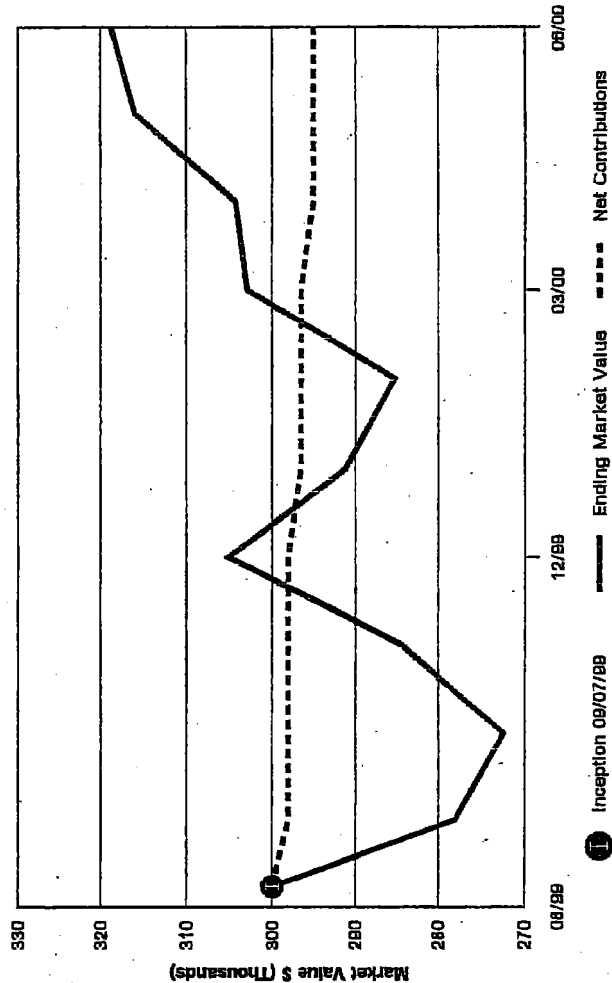
June 30, 2000

The pie chart provides a snapshot of the allocation of equity, fixed income and cash in your current holdings. The graph illustrates the sources of your portfolio's growth in dollar terms.

ASSET ALLOCATION



SOURCES OF PORTFOLIO GROWTH



Cash & Equivalents	7,834.01	2.46
Equity	310,789.26	97.54
Fixed Income	0.00	0.00
Total Portfolio	318,623.27	100.00

Beginning Market Value	302,889.88	277,987.83
Net Contributions*	-1,506.57	-3,022.02
Investment Earnings	17,159.96	43,857.48
Ending Market Value	318,623.27	318,623.27

MA006814

*Please refer to the Portfolio Review Reference Guide on the last page for all footnotes.

DAVID BUTLER &
SJ-34861-LS Page 4

A 8

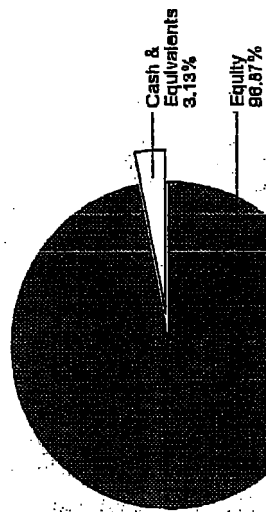
DAVID BUTLER &
SJ-34860-LS

PORTFOLIO SUMMARY*

June 30, 2000

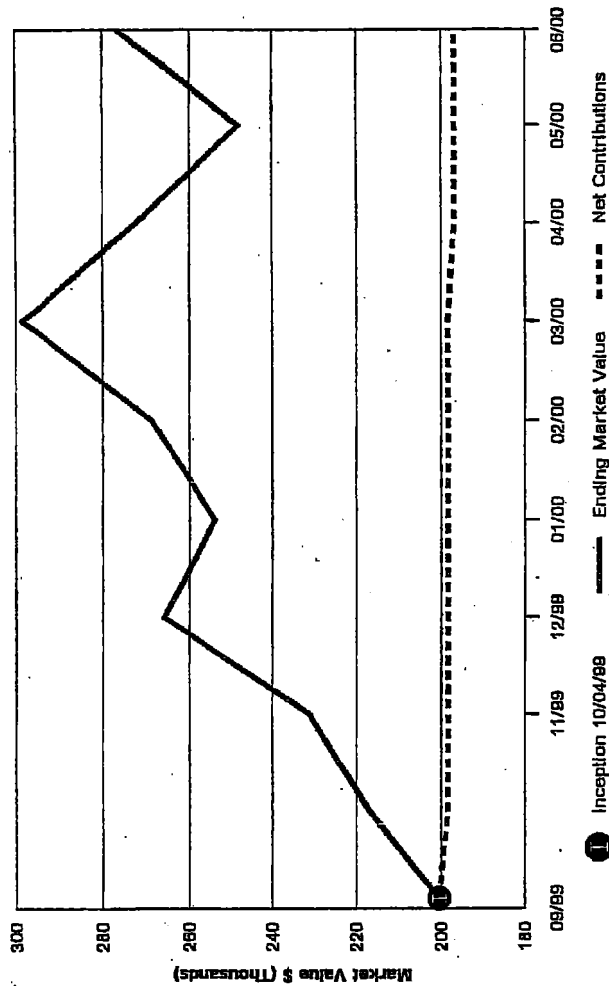
The pie chart provides a snapshot of the allocation of equity, fixed income and cash in your current holdings. The graph illustrates the sources of your portfolio's growth in dollar terms.

ASSET ALLOCATION



Cash & Equivalents	8,668.54	3.13
Equity	268,034.43	96.87
Fixed Income	0.00	0.00
Total Portfolio	276,702.97	100.00

SOURCES OF PORTFOLIO GROWTH



Beginning Market Value	288,430.32	218,868.10
Net Contributions*	-1,484.00	-3,458.51
Investment Earnings	-20,243.35	61,918.87
Ending Market Value	276,702.97	276,702.97

MA000599 *Please refer to the Portfolio Review Reference Guide on the last page for all footnotes.

DAVID BUTLER &
SJ-34860-LS Page 3

A9

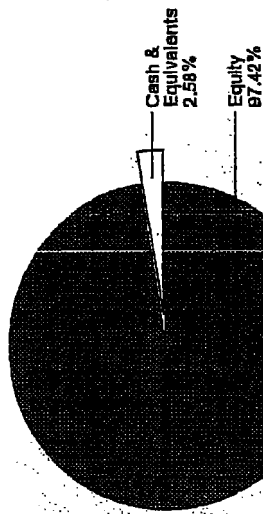
DAVID BUTLER &
SJ-34856-LS

PORTFOLIO SUMMARY*

June 30, 2000

The pie chart provides a snapshot of the allocation of equity, fixed income and cash in your current holdings. The graph illustrates the sources of your portfolio's growth in dollar terms.

ASSET ALLOCATION



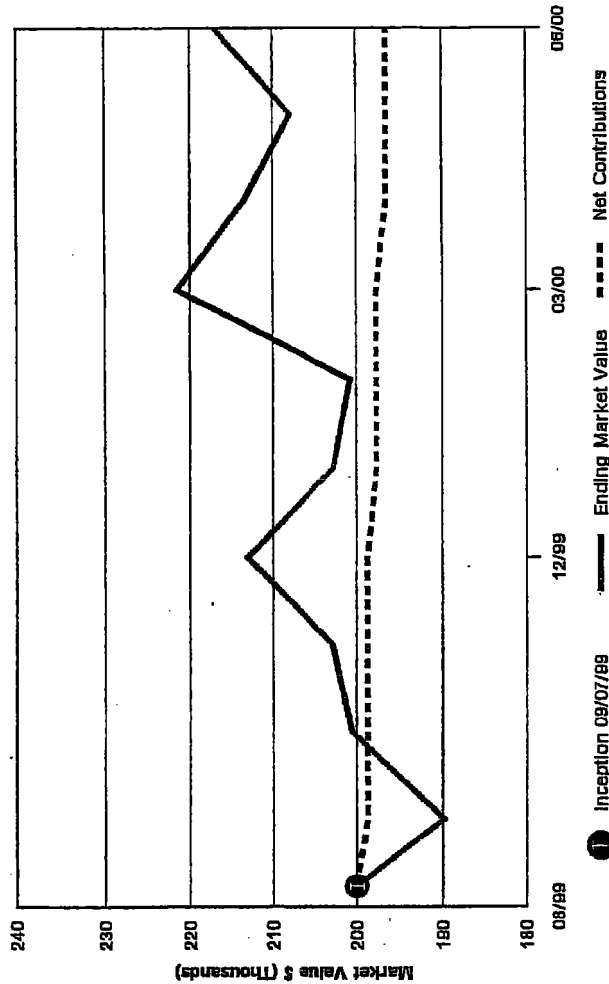
Cash & Equivalents	5,802.77	2.56
Equity	211,381.43	97.42
Fixed Income	0.00	0.00
Total Portfolio	216,984.20	100.00

MA006583

*Please refer to the Portfolio Review Reference Guide on the last page for all footnotes.

DAVID BUTLER &
SJ-34856-LS Page 4

SOURCES OF PORTFOLIO GROWTH



Beginning Market Value	221,541.21	189,810.07
Net Contributions*	-1,101.85	-2,161.07
Investment Earnings	-3,445.38	29,345.20
Ending Market Value	216,984.20	216,984.20

A 10

First American Title Company
555 Marshall Street * Redwood City, CA 94063
(650) 367-9050

ESCROW NUMBER: 437763MP
PROPERTY: 17370 Skyline Boulevard
Woodside, CA. 94062

TODAY'S DATE: 7/01/98
CLOSING DATE: 7/02/98

ESCROW CLOSING STATEMENT OF:
David W. Butler
Kristin G. Butler

OTHER PARTY:
Omar A. Sawaf, Trustee

BUYER'S CLOSING STATEMENT

DESCRIPTION		DEBITS	CREDITS
Sales Price			
Deposit By			1,013,700.00
First Deed of Trust (NEW)			600,000.00
Loan Origination Fee	Washington Mutual Bank, F.A.	3,000.00	
Application Fee	Washington Mutual Bank, F.A.		295.00
Tax Service	Lereta Corporation	79.00	
Flood Certification	Lereta Corporation	22.00	
Funding / Review Fee	Washington Mutual Bank, F.A.	545.00	
Wire Fee	Washington Mutual Bank, F.A.	50.00	
Interest from 7/01/98 to 8/01/98 @ \$48.49000/day		1,503.19	
Pay Fire Ins Premium 1 yrs State Farm Insurance		2,552.00	
Prorate Taxes 7/01/98 to 7/02/98 @ \$6194.60/6 mos.			34.41
Escrow Fee	First American Title Company	802.00	
Document Preparation	First American Title Company	75.00	
Notary		20.00	
Title Ins. Prem. (Owners)	First American Title Company	3,034.00	
Title Ins. Prem. (Lender)	First American Title Company	710.00	
Federal Express Charges (est.)	First American Title Company	45.00	
Recording Fees		75.00	
Balance Due To Buyer		1,517.22	
TOTALS		1,614,029.41	1,614,029.41

This statement should be retained by you for Income Tax purposes.

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11

A 11

LOCKHEED MARTIN LOCKHEED MARTIN FEDERAL SYSTEMS
DEFERRED INCOME RETIREMENT PLAN

NA 38015

21

— KRISTIN G BUTLER
7213 MEADOWOOD WAY
CLARKSVILLE, MD 21029-1714

Social Security Number: 089-38-0853

This Statement Period: October 01, 1996 to December 31, 1996

Client Service Number 1-800-354-7125

You may call Fidelity 8:30 am to 8:00 pm EST to inquire
about your account. For the hearing impaired call
1-800-835-5089 and overseas call 1-972-556-1464 collect.

FUND BALANCE SUMMARY							
Funds	Units/Shares		Price		Market Value		
	09/30/96	12/31/96	09/30/96	12/31/96	09/30/96	12/31/96	
Retirement Money Mkt	4622.480	4680.920	\$1.00	\$1.00	\$4,622.48	\$4,680.92	
Fixed Income Fund	4011.570	4078.300	\$1.00	\$1.00	\$4,011.57	\$4,078.30	
GNMA	94.630	96.208	\$10.58	\$10.70	\$1,001.18	\$1,029.43	
Asset Manager	58.634	62.175	\$16.49	\$16.47	\$966.87	\$1,024.03	
Growth & Income	276.186	278.511	\$28.98	\$30.73	\$8,003.87	\$8,558.64	
Magellan	19.127	19.272	\$76.05	\$80.65	\$1,454.61	\$1,554.29	
Overseas	30.049	32.034	\$31.41	\$30.84	\$943.83	\$987.92	
Total Account Value					\$21,004.41	\$21,913.53	
Net Change						\$909.12	
Vested Balance						\$21,913.53	

CONTRIBUTION SUMMARY			
	This Period	Year To Date	Inception To Date
EE Basic Before-Tax	\$0.00	\$0.00	\$8,835.60
EE Supp. Before-Tax	\$0.00	\$0.00	\$1,954.70
ER Basic Before-Tax	\$0.00	\$0.00	\$2,650.26
Total Contributions	\$0.00	\$0.00	

CURRENT INVESTMENT CHOICES AS OF 12/31/96			
Funds	Fund/VRS Number	Current Investment Choices	As Of 12/31/96 Your Investment Allocation
Retirement Money Mkt	0630	0.00%	21.36%
Fixed Income Fund	7786	40.00%	18.61%
GNMA	0015	0.00%	4.70%
Asset Manager	0314	15.00%	4.67%
Growth & Income	0027	10.00%	39.06%
Magellan	0021	20.00%	7.09%
Overseas	0094	15.00%	4.51%
TOTAL		100.00%	100.00%

A12
2000

David W. Butler
 17370 Skyline Blvd
 Woodside, CA 94062

ID	NAME	SSN	DEPT	RATE	OT RATE	PERIOD ENDING	CHECK NO.	CHECK DATE
0020	David W. Butler	067-60-8153		558.33		06/30/99	0459976	07/03/99

EARNINGS					DEDUCTIONS		
DESCRIPTION	RATE	HOURS	CURRENT PERIOD	Y.T.D.	DESCRIPTION	CURRENT PERIOD	Y.T.D.
Vac Suppl	.00	.00	296.34	296.34	401 (k)	4935.41	
Commission			19445.29	19445.29			
Vacation	6.44	46.00	.00	103.07			
Regular				6493.84			
Holiday				103.08			
Recoverabl				10000.00			
Gross Wages			19741.63	36441.62	Total Deductions	4935.41	8970.81

DIRECT DEPOSIT						
DESCRIPTION				CURRENT PERIOD		Y.T.D.
Taxable Wages				19741.63		36441.62
Adjusted (less Flex & Pension)				14806.22		27470.81
Vacation/PTO Taken	70.00	Left	+0.00			
Sick Taken		Left				
Total Direct Deposit						

TAXES		
DESCRIPTION	CURRENT PERIOD	Y.T.D.
Federal	4145.74	7014.04
FICA - OAS	1223.98	2259.42
FICA - Med	286.25	528.45
California	888.37	1593.10
CA Disabil	75.34	158.82
Total Taxes	6619.68	11553.83

WITHHOLDING STATUS			
DESCRIPTION	STATUS	EXEMPTION	EXTRA
Federal	S	00	.00
State	S	00	.00

Net Check Amount 8186.54

Employer Services for Employees of Mirapoint, Inc.

A13

6401-754312

WELLS FARGO BANK

WELLS FARGO BANK, N.A.
P.O. BOX 6995
PORTLAND, OR 97228-6995

#0329

KRISTIN BUTLER
17370 SKYLINE BLVD
WOODSIDE CA 94062-3715

CALL 1-800-TO-WELLS
(1-800-869-3557)
24 HOURS/DAY, 7 DAYS/WEEK
FOR ASSISTANCE WITH
YOUR ACCOUNT.

PAGE 1 OF 1

THIS STATEMENT COVERS: 8/24/00 THROUGH 9/26/00

WELLS FARGO
NEWSLINE

INTRODUCING WELLS FARGO'S NEXT STAGE
OUR NEW LINE OF ACCOUNTS AND SERVICES
DESIGNED TO HELP YOU REACH YOUR FINANCIAL DESTINATION
WATCH YOUR MAIL FOR DETAILS

MARKET RATE ACCOUNT	SUMMARY			
6401-754312	PREVIOUS BALANCE		MINIMUM BALANCE	4,190.34
	DEPOSITS	115,000.00	AVERAGE BALANCE	20,367.38
	INTEREST EARNED	19.31	ANNUAL PERCENTAGE YIELD EARNED	1.03%
	WITHDRAWALS	25,000.00		
	SERVICE CHARGES	00	INTEREST EARNED 2000	155.97
	NEW BALANCE	94,209.65		

DETAILS

DATE	TRANSACTION	AMOUNT	BALANCE
9/22	CUSTOMER DEPOSIT	115,000.00	119,190.34
9/26	TRANSFER TO: 0039-758990 AT 2057B 09/26	25,000.00	94,190.34
9/26	INTEREST PAYMENT THIS PERIOD	19.31	94,209.65

INTEREST INFORMATION	FROM	THROUGH	INTEREST RATE	ANNUAL PERCENTAGE YIELD (APY)
	8/24	9/24	1.50%	1.51%
	9/25	9/26	2.37%	2.40%
INTEREST RATE/APY AS OF 9/26/00 IF YOUR BALANCE IS				
	\$ 0 - 2,499		1.00%	1.00%
	\$ 2,500 - 9,999		1.50%	1.51%
	\$ 10,000 - 24,999		2.00%	2.02%
	\$ 25,000 - 49,999		2.08%	2.10%
	\$ 50,000 - 99,999		2.37%	2.40%
	\$ 100,000 AND OVER		2.37%	2.40%

EXPRESS ATM 02057B 2925 WOODSIDE RD, WOODSIDE, CA
LOCATIONS USED

THANK YOU FOR BANKING WITH WELLS FARGO

A14

YOUR WELLS FARGO STATEMENT

September 2000

Page 1 of 2

PaineWebber

Summary of Accounts

PAINWEBBER INC.
1000 HARBOR BOULEVARD
WEEHAWKEN, NJ 07087-8790
EZ1G014347-X158 -0800 - SJ - 0

EZ1G014347-X158
4005484 - 0000335

Your Financial Advisor
LLOYD STARR
408-286-5500/800-862-4493

DAVID W. BUTLER &
KRISTIN G BUTLER
17370 SKYLINE BLVD
WOODSIDE CA 94062-3715

Summary of assets

This section provides values and percentages by asset category for accounts listed in the Summary of account values section below. Unpriced assets are excluded; see back for details.

	% of priced assets	Value
Equities	98.80	1,204,111.57
Money funds	3.10	38,509.29
Fixed income	100.00	\$ 1,242,620.86
Total account values		\$ 1,021,674.69

Summary of account values

This section consolidates account value information for accounts listed below. If you have additional accounts that you wish to be included, please contact your Financial Advisor. Account value plus other items excludes private investments and unpriced assets, but includes insurance products, restricted securities, pending return of principal, accrued interest and cash and money fund balances. Accounts with only private investments are not included below.

Account number	Account type	Account title	Cash/Money funds	Account value plus other items
J 31958	RMA	DAVID W. BUTLER & KRISTIN G BUTLER	\$ 20,389.10	\$ 416,863.10
J 34858	Managed	DAVID BUTLER & KRISTIN BUTLER	8,139.69	213,835.57
J 34880	Managed	DAVID BUTLER & KRISTIN BUTLER	4,616.01	271,344.90
J 34881	Managed	DAVID BUTLER & KRISTIN BUTLER	7,384.48	340,577.28
J 38843	Credit Line Account	DAVID BUTLER AND KRISTIN BUTLER JTWROS	.00	-220,946.17
		Total on September 29	\$ 38,509.29	\$ 1,021,674.69

September 00